

MOLDFLOW CORP  
Form SC TO-T/A  
June 20, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 4)**

**MOLDFLOW CORPORATION**

(Name of subject company (Issuer))

**SWITCH ACQUISITION CORPORATION**

a wholly owned subsidiary of

**AUTODESK, INC.**

(Name of Filing Persons (Offerors))

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**Common Stock, par value \$0.01 per share**  
(Title of classes of securities)

**608507109**  
(CUSIP number of common stock)

**Pascal W. Di Fronzo, Esq.**

**Senior Vice President, General Counsel and Secretary**

**Autodesk, Inc.**

**111 McInnis Parkway**

**San Rafael, California 94903**

**(415) 507-5000**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)

*Copies to:*

**Michael S. Ringler, Esq.**

**Jason P. Sebring, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**One Market Street**

**Spear Tower, Suite 3300**

**San Francisco, CA 94105**

**(415) 947-2000**

**CALCULATION OF REGISTRATION FEE**

**Transaction Valuation (1)**  
\$290,737,986.00

**Amount of Filing Fee (2)**  
\$11,426.00

- (1) Estimated for purpose of calculating the filing fee only. The transaction valuation was determined by multiplying the purchase price of \$22.00 per share by the sum of (i) the 12,104,522 shares of common stock, par value \$0.01 per share, of Moldflow Corporation (the Shares ), issued and outstanding as of April 30, 2008; and (ii) the 1,110,841 Shares that are issuable under outstanding Moldflow stock options as of April 30, 2008 with an exercise price of less than \$22.00 per Share
- (2) The amount of the filing fee calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$39.30 for each \$1,000,000 of value.

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☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$11,426

Filing Party: Switch Acquisition Corporation and  
Autodesk Inc.

Form of Registration No.: Schedule TO

Date Filed: May 15, 2008

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

☒ third party tender offer subject to Rule 14d-1

☐ issuer tender offer subject to Rule 13e-4

☐ going private transaction subject to Rule 13e-3

☐ amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

This Amendment No. 4 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 15, 2008 (which, together with any amendments and supplements thereto, collectively constitute the Schedule TO) by (i) Switch Acquisition Corporation, a Delaware corporation (the Purchaser) and wholly-owned subsidiary of Autodesk, Inc., a Delaware corporation (Autodesk) and (ii) Autodesk. The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (the Shares), of Moldflow Corporation, a Delaware corporation (Moldflow), at a purchase price of \$22.00 per Share net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 15, 2008 (which, together with any amendments and supplements thereto, collectively constitute the Offer to Purchase) and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii) (which, together with any amendments or supplements thereto, collectively constitute the Offer).

The information set forth in the Offer to Purchase (as amended hereby), including Annex I thereto, is hereby incorporated by reference in answer to Items 1 through 11 of the Schedule TO, and is supplemented by the information specifically provided in this Amendment.

This Amendment is being filed to disclose the results of the subsequent offering period.

#### **Amendment to Offer to Purchase**

1. Item 11 of the Offer to Purchase is hereby amended and supplemented by adding the following to the end thereof:

The subsequent offering period of the Offer expired at 6:00 p.m., Eastern Daylight time, on Thursday, June 19, 2008. The depositary of the Offer has advised Autodesk that, as of the expiration of the Offer, approximately 11,622,163 Shares were validly tendered in the Offer, which represent approximately 95% of Moldflow's issued and outstanding Shares. All validly tendered Shares have been accepted for payment in accordance with the terms of the Offer.

On June 20, 2008, Autodesk expects to complete its acquisition by merger on June 25, 2008. In connection with the merger of the Purchaser with and into Moldflow, each outstanding Share not tendered in the Offer (other than Shares owned by Autodesk, Moldflow or any of their respective wholly-owned subsidiaries and Shares owned by stockholders who properly perfect appraisal rights under Delaware law) shall be canceled and extinguished and automatically converted into the right to receive \$22.00 per share, without interest thereon, less any required withholding taxes. Moldflow will be the surviving corporation in the merger and will become a wholly-owned subsidiary of Autodesk. A copy of the press release announcing the results of the subsequent offering period is filed as Exhibit (a)(5)(iv) hereto.

2. Item 12 of the Statement is amended and supplemented by adding the following:

(a)(5)(iv) Press Release issued by Autodesk on June 20, 2008.

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After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

SWITCH ACQUISITION CORPORATION

By: /s/ Robert Kross  
Name: Robert Kross  
Title: President, Chief Executive Officer and Secretary

AUTODESK, INC.

By: /s/ Richard M. Foehr  
Name: Richard M. Foehr  
Title: Vice President & Assistant General Counsel

Dated: June 20, 2008

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| (a)(1)(i)             | Offer to Purchase, dated May 15, 2008.*  |
| (a)(1)(ii)            | Form of Letter of Transmittal.*  |
| (a)(1)(iii)           | Form of Notice of Guaranteed Delivery.*  |
| (a)(1)(iv)            | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*   |
| (a)(1)(v)             | Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*                                      |
| (a)(1)(vi)            | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*  |
| (a)(1)(vii)           | Instructions for the Requestor of Forms W-8BEN, W-8ECI, W-8EXP, and W-8IMY*  |
| (a)(1)(viii)          | Form of Summary Advertisement as published on May 15, 2008 in The New York Times.  |
| (a)(5)(i)             | Press Release issued by Autodesk on May 1, 2008. (1)   |
| (a)(5)(ii)            | Excerpts from the transcript of Autodesk's teleconference held on May 15, 2008 reporting Autodesk's earnings for the first fiscal quarter of 2009. |
| (a)(5)(iii)           | Press Release issued by Autodesk on June 13, 2008.   |
| (a)(5)(iv)            | Press Release issued by Autodesk on June 20, 2008.   |
| (b)                   | None.  |
| (d)(1)                | Agreement and Plan of Merger, dated as of May 1, 2008, by and among Autodesk, the Purchaser and Moldflow. (2)                                      |
| (d)(2)                | Form of Tender and Voting Agreement (3)  |
| (d)(3)                | Confidentiality Agreement, dated as of January 1, 2008, by and between Autodesk and Moldflow.  |
| (d)(4)                | Exclusivity Agreement, dated as of March 28, 2008, by and between Autodesk and Moldflow.   |
| (g)                   | None.  |
| (h)                   | None.  |

\* Included in mailing to stockholders.

Previously filed

- (1) Incorporated by reference to Exhibit 99.1 to the Form 8-K filed by Autodesk, Inc. on May 1, 2008.
- (2) Incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Autodesk, Inc. on May 1, 2008.
- (3) Incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Autodesk, Inc. on May 1, 2008.