

ICX TECHNOLOGIES INC  
Form SC TO-C  
August 17, 2010

**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**

**ICX TECHNOLOGIES, INC.**

**(Name of Subject Company (Issuer))**

**INDICATOR MERGER SUB, INC.**

**(Offeror)**

**A Wholly-Owned Subsidiary of**

**FLIR SYSTEMS, INC.**

**(Names of Filing Persons (Parent of Offeror))**

**Common Stock, Par Value \$0.001 Per Share**

**(Title of Class of Securities)**

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**043176106**

(CUSIP Number of Class of Securities)

**William W. Davis**

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

**FLIR Systems, Inc.**

**27700 SW Parkway Avenue**

**Wilsonville, Oregon 97070**

**(503) 498-9547**

(Name, address and telephone numbers of person authorized to  
receive notices and communications on behalf of filing persons)

*Copies to:*

**Larry A. Barden**

**Sidley Austin LLP**

**One South Dearborn Street**

**Chicago, Illinois 60603**

**(312) 853-7000**

**CALCULATION OF FILING FEE**

**Transaction Valuation**  
N/A

**Amount of Filing Fee**  
N/A

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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:	Not applicable.
Form or Registration No.:	Not applicable.
Filing Party:	Not applicable.
Date Filed:	Not applicable.

- ☒ Check the box if the filing relates solely to preliminary communications made before the commencement of a 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: ☐

**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
99.1	Conference Call Transcript, dated August 16, 2010, of FLIR Systems, Inc.
99.2	Email to FLIR Systems, Inc. employees distributed August 17, 2010