

ARRIS Enterprises, Inc.
Form SC TO-I
October 17, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

ARRIS ENTERPRISES, INC.

(Name of Subject Company (Issuer))

ARRIS ENTERPRISES, INC. (Issuer)

ARRIS GROUP, INC. (Affiliate of Issuer)

(Name of Filing Persons)

2.00% Convertible Senior Notes due 2026

(Title of Class of Securities)

04269Q AC 4

(CUSIP Number of Class of Securities)

Copy to:

Lawrence A. Margolis

W. Brinkley Dickerson, Jr.

ARRIS Enterprises, Inc.

Paul Davis Fancher

c/o ARRIS Group, Inc.

Troutman Sanders LLP

3871 Lakefield Drive

600 Peachtree Street N.E., Suite 5200

Suwanee, Georgia 30024

Atlanta, Georgia 30308-2216

(678) 473-2000

(404) 885-3000

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

CALCULATION OF FILING FEE

Transaction Valuation*

\$231,971,000

Amount of Filing Fee**

\$29,878

* For the purpose of calculating the filing fee only, this amount represents the maximum aggregate purchase price payable in connection with a repurchase of the 2.00% Convertible Senior Notes due 2026 (the Notes), pursuant to the indenture governing the Notes.

** The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$128.80 for each \$1,000,000 of the value of the transaction.

.. Check the box if any part of the filing 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: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

.. 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:

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- 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:

INTRODUCTION

Pursuant to and subject to the terms and conditions of the Indenture, dated as of November 13, 2006 (the **Original Indenture**), between ARRIS Enterprises, Inc. (formerly ARRIS Group, Inc.), a Delaware corporation (the **Company**, **we**, **us** and **our**), and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.), as trustee (the **Trustee**), as amended by the First Supplemental Indenture, dated as of April 16, 2013 (the **First Supplemental Indenture** and, together with the Original Indenture, the **Indenture**), among the Company, ARRIS Group, Inc. (formerly ARRIS Enterprises I, Inc.), a Delaware corporation (the **Parent**), and the Trustee, relating to the Company's 2.00% Convertible Senior Notes due 2026 (the **Notes**), this Tender Offer Statement on Schedule TO is filed with the Securities and Exchange Commission (**SEC**) by the Company with respect to the right of each holder of the Notes to require the Company to repurchase for cash on November 15, 2013 any and all of the Notes properly tendered and not properly withdrawn at a price of \$1,000 per \$1,000 in aggregate principal amount tendered (the **Repurchase Right**), pursuant to the terms and conditions of the Indenture, the Notes and the Company Notice to Holders of the 2.00% Convertible Senior Notes due 2026, dated October 17, 2013 (as it may be amended and supplemented from time to time, the **Company Notice**), attached hereto as Exhibit (a)(1).

Holders may tender their Notes until 11:59 p.m., New York City time, on November 14, 2013.

This Schedule TO is intended to satisfy the disclosure requirements of Rules 13e-4(c)(2) and 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended. All capitalized terms used but not specifically defined in this Schedule TO have the meanings given to such terms in the Company Notice.

Items 1 through 9.

The Company is the issuer of the Notes and is obligated to purchase all of the Notes if properly tendered by Holders under the terms and subject to the conditions set forth in the Indenture, the Notes and the Company Notice. In addition, pursuant to Section 10.01 of the Indenture, the Notes are convertible at any time from October 15, 2013 to November 15, 2013 for the consideration specified in Section 10.02 of the Indenture and described in Section 2.3 under **Important Information Concerning the Repurchase Right** in the Company Notice. Also, on October 16, 2013, the Company announced the redemption of all of the outstanding Notes on November 15, 2013 at a redemption price of 100% of the outstanding aggregate principal amount of the Notes.

The address of the Company's principal executive offices is 3871 Lakefield Drive, Suwanee, Georgia 30024, and its telephone number is (678) 473-2000.

As permitted by General Instruction F to Schedule TO, all of the information set forth in the Company Notice is incorporated by reference into this Schedule TO.

Item 10. Financial Statements.

(a) The Company does not believe that its financial condition is material to a holder's decision whether to exercise its Repurchase Right because, among other reasons, the consideration offered consists solely of cash, the Repurchase Right is not subject to any financing condition and the offer is for all outstanding Notes. In addition, Parent is a public reporting company that files reports electronically with the SEC.

(b) Not applicable.

Item 11. Additional Information.

(a) Not applicable.

(b) The information set forth in the Company Notice is incorporated by reference into this Schedule TO.

Item 12. Exhibits.

- (a)(1)* Company Notice to Holders of 2.00% Convertible Senior Notes due 2026, dated October 17, 2013.
- (a)(5)(A)* Press Release, dated October 17, 2013.
- (b) Not applicable.
- (d)(1) Indenture, dated as of November 13, 2006, between ARRIS Enterprises, Inc. (formerly ARRIS Group, Inc.) and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.), as trustee (incorporated by reference from Exhibit 4.5 to the Form 8-K filed by ARRIS Enterprises, Inc. on November 16, 2006).
- (d)(2) First Supplemental Indenture, dated as of April 16, 2013, among ARRIS Enterprises, Inc. (formerly ARRIS Group, Inc.), ARRIS Group, Inc. (formerly ARRIS Enterprises I, Inc.) and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.), as trustee (incorporated by reference from Exhibit 4.2 to the Form 8-K filed by ARRIS Group, Inc. on April 16, 2013).
- (d)(3) Global Note No. 3, dated April 16, 2013 (incorporated by reference from Exhibit 4.3 to the Form 8-K filed by ARRIS Group, Inc. on April 16, 2013).
- (d)(4) Guaranty, dated April 16, 2013, by ARRIS Group, Inc. (formerly ARRIS Enterprises I, Inc.) and, for certain limited purposes, ARRIS Enterprises, Inc. (formerly ARRIS Group, Inc.) (incorporated by reference from Exhibit 4.4 to the Form 8-K filed by ARRIS Group, Inc. on April 16, 2013).
- (d)(5) Agreement and Plan of Merger, dated April 15, 2013, by and among ARRIS Enterprises, Inc. (formerly ARRIS Group, Inc.), ARRIS Group, Inc. (formerly ARRIS Enterprises I, Inc.) and ARRIS Enterprises II, Inc. (incorporated by reference from Exhibit 2.1 to the Form 8-K filed by ARRIS Group, Inc. on April 16, 2013).
- (g) Not applicable.
- (h) Not applicable.

* Filed herewith.

Item 13. Information Required by Schedule 13E-3.

Not Applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 17, 2013

ARRIS ENTERPRISES, INC.

By: /s/ David B. Potts

Name: David B. Potts

Title: Executive Vice President and Chief Financial
Officer

Exhibit Index

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