

ZEBRA TECHNOLOGIES CORP/DE
Form SC TO-T/A
September 28, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 28, 2001

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. 5)

FARGO ELECTRONICS, INC.

(Name of Subject Company (Issuer))

**RUSHMORE ACQUISITION CORP.
ZEBRA TECHNOLOGIES CORPORATION**

(Names of Filing Persons (Offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

30744P 10 2

(CUSIP Number of Class of Securities)

EDWARD L. KAPLAN

Chairman

Zebra Technologies Corporation
333 Corporate Woods Parkway
Vernon Hills, Illinois 60061
Tel.: (847) 634-6700

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Person)

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// 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:

/x/ 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: //

Zebra Technologies Corporation, a Delaware corporation ("Zebra"), and Rushmore Acquisition Corp., a Delaware corporation ("Merger Sub") and wholly-owned subsidiary of Zebra, hereby amend and supplement their Tender Offer Statement on Schedule TO, originally filed on August 3, 2001 and amended and supplemented by Amendment No. 1 thereto dated August 15, 2001, Amendment No. 2 thereto dated August 17, 2001, Amendment No. 3 thereto dated August 30, 2001 and Amendment No. 4 thereto dated September 14, 2001 (as so amended and supplemented, the "Schedule TO"), with respect to Merger Sub's offer to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), including the associated rights to purchase preferred stock (collectively, the "Shares"), of Fargo Electronics, Inc., a Delaware corporation ("Fargo"), at a purchase price of \$7.25 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 3, 2001 (the "Offer to Purchase") and the related Letter of Transmittal (which, together with the Offer to Purchase, as amended or supplemented from time to time, constitute the "Offer"), copies of which have been previously filed herewith as Exhibits 99.1(a)(1)(A) and 99.1(a)(1)(B), respectively. Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to add the following information:

Pursuant to the Acquisition Agreement, Zebra is extending the expiration of the Offer until 5:00 p.m., New York City time, on Friday, October 12, 2001, unless the Offer is further extended. The Offer was previously scheduled to expire at 5:00 p.m., New York City time, on Friday, September 28, 2001. The extension of the Offer is made because the applicable waiting period under the HSR Act has not yet expired or been terminated. All references to "5:00 p.m., New York City time, on Friday, September 28, 2001" as the "Expiration Date," or time of expiration of the Offer, are hereby amended to refer to "5:00 p.m., New York City time, on Friday, October 12, 2001."

As of Noon, New York City time, on September 28, 2001, 10,465,460 shares (including guaranteed deliveries) were validly tendered and not withdrawn, which represents approximately 89.0% of the outstanding shares.

On September 28, 2001 Zebra and Fargo issued a joint press release announcing (1) that they had responded to the request for additional information received from the Federal Trade Commission under the HSR Act and (2) the extension of the expiration of the Offer until 5:00 p.m., New York City time, on Friday, October 12, 2001. The press release is contained in Exhibit 99.1(a)(5)(E) hereto, and the information set forth in the press release is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibit:

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99.1(a)(5)(E) Joint Press Release issued by Zebra and Fargo on September 28, 2001.

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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.

ZEBRA TECHNOLOGIES CORPORATION

By: /s/ EDWARD L. KAPLAN

Name: Edward L. Kaplan
Title: Chairman and Chief Executive Officer

RUSHMORE ACQUISITION CORP.

By: /s/ JOHN H. KINDSVATER

Name: John H. Kindsvater
Title: President

September 28, 2001

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1(a)(1)(A)	Offer to Purchase, dated August 3, 2001
99.1(a)(1)(B)	Letter of Transmittal
99.1(a)(1)(C)	Notice of Guaranteed Delivery
99.1(a)(1)(D)	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
99.1(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
99.1(a)(1)(F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
99.1(a)(1)(G)	Summary Advertisement as published in the <i>Wall Street Journal</i> on August 3, 2001
99.1(a)(5)(A)	Complaint filed by James Stewart in District Court, Fourth Judicial District, County of Hennepin, State of Minnesota on August 13, 2001
99.1(a)(5)(B)	Joint Press Release issued by Zebra and Fargo on August 17, 2001
99.1(a)(5)(C)	Joint Press Release issued by Zebra and Fargo on August 30, 2001

<u>Exhibit Number</u>	<u>Description</u>
99.1(a)(5)(D)	Joint Press Release issued by Zebra and Fargo on September 14, 2001
99.1(a)(5)(E)*	Joint Press Release issued by Zebra and Fargo on September 28, 2001
99.1(d)(1)	Acquisition Agreement, dated July 31, 2001, by and among Fargo, Zebra and Merger Sub
99.1(d)(2)	Confidentiality Agreement, dated July 10, 2001, by and between Zebra and Fargo
99.1(d)(3)	Exclusivity Agreement, dated July 10, 2001, by and between Zebra and Fargo
99.1(d)(4)	Form of Stockholder Agreement, dated as of July 31, 2001, by and between Zebra and each of certain entities affiliated with TA Associates, Inc. and St. Paul Venture Capital, Inc.
99.1(d)(5)	Form of Stockholder Agreement, dated as of July 31, 2001, by and between Zebra and each of Fargo's directors and executive officers
99.1(d)(6)	Amendment No. 1 to Acquisition Agreement, dated as of August 30, 2001, by and among Fargo, Zebra and Merger Sub

*

Filed herewith; all others previously filed.

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[ITEM 11. ADDITIONAL INFORMATION.](#)

[ITEM 12. EXHIBITS.](#)

[SIGNATURE](#)

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