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ARRIS GROUP INC  
Form SC TO-I/A  
May 07, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 2 TO

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(D) OR 13(E) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Arris Group, Inc.

-----  
(Name of Subject Company (Issuer))

Arris Group, Inc.

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(Names of Filing Persons (Offeror))

4 1/2% Convertible Subordinated Notes Due 2003

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(Title of Class of Securities)

03664P A A3  
03664P A B1

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(CUSIP Number of Class of Securities)

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

[ ] 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.

[X] issuer tender offer subject to Rule 13e-4.

[ ] going-private transaction subject to Rule 13e-3.

[ ] amendment to Schedule 13D under Rule 13d-2.

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

This Amendment No. 2 amends the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on April 12, 2002, and previously amended on April 26, 2002 (the "Schedule TO"), relating to our offer to exchange shares of our Common Stock, \$0.01 par value per share (the "Common Stock") for up to \$70,000,000 original principal amount of the outstanding 4 1/2% Convertible Subordinated Notes due 2003 (the "Notes") issued by Arris International, Inc., a Delaware corporation and wholly owned subsidiary of Arris Group formerly known as ANTEC Corporation (the "Exchange Offer"). The Exchange Offer shall be subject to the terms and conditions described in the Offer to Exchange dated April 12, 2002, as amended, and the related Letter of Transmittal.

ITEM 4. TERMS OF THE TRANSACTION

The Offer to Exchange is amended as set forth below:

- a. Under the caption "Conditions," the word "might" in clause (c) is deleted and replaced with the word "will."
- b. Under the caption "Conditions," the last sentence of the second complete paragraph (beginning "However, all ...") is deleted and replaced with the following: "However, all conditions to the Exchange Offer, other than those dependent on necessary government approvals (of which we do not believe there are any), shall be satisfied or waived before the Expiration Date."

ITEM 12. EXHIBITS

Item 12 is hereby amended as follows:

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBITS -----
(a) (1)	Offer to Exchange, dated April 12, 2002, relating to the Exchange Offer. (p
(a) (2)	Form of Letter of Transmittal, dated April 12, 2002, relating to the Exchan (previously filed)
(a) (3)	Form of Notice of Guaranteed Delivery. (previously filed)
(a) (4)	Form of Letter to Brokers. (previously filed)
(a) (5)	Form of Letter to Clients. (previously filed)
(a) (6)	Text of Press Release issued by Arris Group, Inc., dated April 12, 2002. (p

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.

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ARRIS GROUP, INC.

By: /s/ Lawrence A. Margolis

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Lawrence A. Margolis,  
Executive Vice President and  
Chief Financial Officer

Dated: May 7, 2002