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ARRIS GROUP INC
Form SC TO-I/A
May 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3 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.

(Names of Filing Persons (Offeror))

4 1/2% Convertible Subordinated Notes Due 2003

(Title of Class of Securities)

03664P A A3

03664P A B1

(CUSIP Number of Class of Securities)

Lawrence A. Margolis
Arris Group, Inc.
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Duluth, Georgia 30097
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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.

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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. 3 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, and May 7, 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 expired on May 10, 2002. \$5.65 million in Notes were tendered and accepted.

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 |
| (a) (7) | Text of Press Release issued by Arris Group, Inc., dated May 13, 2002. |

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.

ARRIS GROUP, INC.

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By: /s/ Lawrence A. Margolis

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

Dated: May 13, 2002