

EPICOR SOFTWARE CORP  
Form SC TO-T  
October 15, 2008

**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**

**EPICOR SOFTWARE CORPORATION**

(Name of Subject Company)

**ELLIOTT ERP LLC**

**ELLIOTT ASSOCIATES, L.P.**

(Names of Filing Persons (Offerors))

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

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29426L108

(CUSIP Number of Class of Securities)

**Jesse A. Cohn**

**Elliott Associates, L.P.**

**712 Fifth Avenue, 36th Floor**

**New York, New York 10019**

**Telephone: (212) 506-2999**

**(Name, Address and Telephone Number of Person Authorized**

**to Receive Notices and Communications on Behalf of Filing Persons)**

*Copy to:*

**Robert B. Schumer**

**Jeffrey D. Marell**

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

**1285 Avenue of the Americas**

**New York, NY 10019-6064**

**Telephone: (212) 373-3000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$528,326,521

**Amount of Filing Fee\*\***

\$20,763.23

\* Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of 55,613,318 shares of common stock of Epicor Software Corporation ( **Epicor** and such shares, **Shares** ), which amount includes: (i) all 53,508,711 Shares outstanding as of

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August 1, 2008 other than the 6,065,000 Shares beneficially owned by Elliott Associates, L.P. ( **Elliott Associates** ) and its affiliated funds, and (ii) stock options outstanding as of December 31, 2007 to purchase 2,104,607 Shares. The 12,709,984 Shares reserved for issuance upon the conversion of the \$230,000,000 of Convertible Senior Notes due 2027 issued by Epicor ( **Convertible Notes** ) have been excluded from this calculation because the conversion price of those Convertible Notes (\$18.10 per Share) exceeds the offer price of \$9.50 per Share. The number of outstanding Shares is contained in Epicor's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008 and the number of outstanding stock options and Convertible Notes is contained in Epicor's Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

\*\* The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying the transaction valuation by 0.0000393.

.. 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 | Filing Party: | Not applicable |
| Form or Registration No.: | 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: ..

**Items 1 through 9, and Item 11.**

This Tender Offer Statement on Schedule TO (the **Schedule TO** ) relates to the offer by Elliott ERP LLC, a Delaware limited liability company and a subsidiary of Elliott Associates, L.P., a Delaware limited partnership, to purchase all outstanding shares of common stock, par value \$0.001 per share (the **Shares** ), of Epicor Software Corporation, a Delaware corporation, at \$9.50 per Share, net to the seller in cash, without interest and less applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 15, 2008 (the **Offer to Purchase** ), and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which, together with any amendments or supplements thereto, collectively constitute the **Offer** ).

The information set forth in the Offer to Purchase, including all schedules thereto, is hereby expressly incorporated herein by reference in response to all of the items of this Schedule TO, except as otherwise set forth below.

**Item 10. Financial Statements.**

Not applicable.

**Item 12. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| (a)(1)(i)          | Offer to Purchase dated October 15, 2008.  |
| (a)(1)(ii)         | Letter of Transmittal.   |
| (a)(1)(iii)        | Notice of Guaranteed Delivery.   |
| (a)(1)(iv)         | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.                    |
| (a)(1)(v)          | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(vi)         | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.               |
| (a)(1)(vii)        | Summary Advertisement dated October 15, 2008.  |
| (a)(5)(i)          | Press Release issued by Elliott Associates, L.P., dated October 15, 2008.                            |
| (b)                | Not applicable.  |
| (d)                | Not applicable.  |
| (g)                | Not applicable.  |
| (h)                | Not applicable.  |

**SIGNATURES**

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 15, 2008.

**ELLIOTT ERP LLC**

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

**ELLIOTT ASSOCIATES, L.P.**

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

**EXHIBIT INDEX**

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