

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D9/A

Tender offer solicitation / recommendation statements filed under Rule 14d-9 [amend]

Filing Date: **2012-04-04**  
SEC Accession No. [0001193125-12-149791](#)

(HTML Version on [secdatabase.com](#))

SUBJECT COMPANY

**Convio, Inc.**

CIK:[1407450](#) | IRS No.: **742935609** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 14D9/A** | Act: **34** | File No.: **005-85968** | Film No.: **12741407**  
SIC: **7372** Prepackaged software

Mailing Address  
*11501 DOMAIN DRIVE  
SUITE 200  
AUSTIN TX 78758*

Business Address  
*11501 DOMAIN DRIVE  
SUITE 200  
AUSTIN TX 78758  
512-652-2600*

FILED BY

**Convio, Inc.**

CIK:[1407450](#) | IRS No.: **742935609** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 14D9/A**  
SIC: **7372** Prepackaged software

Mailing Address  
*11501 DOMAIN DRIVE  
SUITE 200  
AUSTIN TX 78758*

Business Address  
*11501 DOMAIN DRIVE  
SUITE 200  
AUSTIN TX 78758  
512-652-2600*

---

---

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

---

**SCHEDULE 14D-9**

(Rule 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 6)

---

**CONVIO, INC.**

(Name of Subject Company)

**CONVIO, INC.**

(Name of Person(s) Filing Statement)

---

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

(Title of Class of Securities)

**21257W 105 (Common Stock)**

(CUSIP Number of Class of Securities)

**Gene Austin**

**President and Chief Executive Officer**

**11501 Domain Drive, Suite 200**

**Austin, Texas 78758**

**(512) 652-2600**

(Name, address and telephone number of person authorized to receive notice and communications on behalf of the person(s) filing statement).

*With a Copy to:*

**John J. Gilluly, Esq.**

**DLA Piper LLP (US)**

**401 Congress, Suite 2500**

**Austin, Texas 78701**

**(512) 457-7000**

---

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

---

---

## Introduction

This Amendment No. 6 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the “SEC”) on January 25, 2012 (the “*Schedule 14D-9*”) by Convio, Inc., a Delaware corporation (the “*Company*” or “*Convio*”), and amended on January 31, 2012, February 7, 2012, February 17, 2012, March 7, 2012 and March 21, 2012 relating to the tender offer by Caribou Acquisition Corporation, a Delaware corporation (“*Purchaser*”), which is a wholly-owned subsidiary of Blackbaud, Inc. (“*Blackbaud*” or “*Parent*”), to purchase all issued and outstanding shares of common stock, par value \$0.001 per share of the Company (“*Common Stock*”) at a purchase price of \$16.00 per share, payable net to seller in cash, without interest (the “*Offer Price*”). The tender offer is disclosed in the Tender Offer Statement on Schedule TO (together with any exhibits thereto, as it may be amended and/or supplemented, the “*Schedule TO*”), filed by Purchaser and Parent with the SEC on January 25, 2012, and is upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 25, 2012 (as it may be amended and/or supplemented, the “*Offer to Purchase*”), and in the related Letter of Transmittal (as it may be amended and/or supplemented, the “*Letter of Transmittal*” and, together with the Offer to Purchase, the “*Offer*”). The Offer to Purchase and the Letter of Transmittal are filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO, respectively, and are incorporated herein by reference. Any capitalized term used and not otherwise defined herein shall have the meaning ascribed to such term in the Schedule 14D-9.

Except as otherwise set forth below, the information in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment No. 6. This Amendment No. 6 is being filed to reflect certain updates as reflected below.

## Item 8. Additional Information

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by inserting the following paragraph immediately following the paragraph under the heading “Extension of the Offer”:

“On April 4, 2012, in conjunction with the FTC and the Antitrust Division’s continued review of information regarding the Offer and the Merger and upon the written request of the Company, Purchaser extended the expiration of the Offer for a period of ten business days consistent with the terms of the Merger Agreement. Pursuant to the terms of the Merger Agreement, the Purchaser is required, at the written request of the Company, to extend the expiration of the Offer, in increments of no more than ten business days each, if at the initial or any subsequent scheduled Expiration Date any of the conditions to the Purchaser’s obligation to accept Common Stock of the Company is not satisfied or waived. The Offer is now scheduled to expire at 12:00 midnight, New York City time, on April 18, 2012, unless further extended. The Offer was previously scheduled to expire at 12:00 midnight, New York City time on April 4, 2012.”

---

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.

By: /s/ James R. Offerdahl

Name: James R. Offerdahl

Title: Chief Financial Officer

Dated: April 4, 2012