

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC14D9C

Written communication by the subject company relating to a third party tender offer

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### SUBJECT COMPANY

#### UNIGRAPHICS SOLUTIONS INC

CIK: **1055246** | IRS No.: **752728894** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC14D9C** | Act: **34** | File No.: **005-54467** | Film No.: **1697729**  
SIC: **7372** Prepackaged software

Mailing Address  
13736 RIVERPORT DRIVE  
MARYLAND HEIGHTS MO  
63043

Business Address  
13736 RIVERPORT DR  
ST LOUIS MO 63043  
3143448244

### FILED BY

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-9  
(RULE 14d-101)

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

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UNIGRAPHICS SOLUTIONS INC.  
(Name of Subject Company)

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UNIGRAPHICS SOLUTIONS INC.  
(Name of Person Filing Statement)

CLASS A COMMON STOCK, \$.01 PAR VALUE PER SHARE  
(Title of Class of Securities)

904928108  
(CUSIP Number of Class of Securities)

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ANTHONY J. AFFUSO  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
UNIGRAPHICS SOLUTIONS INC.  
10824 HOPE STREET  
CYPRESS, CALIFORNIA 90630  
TELEPHONE: (714) 952-0311

(Name, address and telephone number of Person authorized to  
receive notices and communications on behalf of  
the Person filing Statement)

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WITH COPIES TO:

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[X] CHECK THE BOX IF THE FILING RELATES SOLELY TO PRELIMINARY COMMUNICATIONS  
MADE BEFORE THE COMMENCEMENT OF A TENDER OFFER.

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For Release: 7 a.m. CDT, Friday, August 3, 2001

EDS, UNIGRAPHICS SOLUTIONS REACH AGREEMENT FOR EDS TO PURCHASE ALL OUTSTANDING  
CLASS A COMMON SHARES OF UGS

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PLANO, Texas - EDS and Unigraphics Solutions Inc. (UGS) today announced they  
reached an agreement for EDS to purchase the outstanding Class A common shares  
of UGS at a price of \$32.50 per share.

On May 23, EDS announced its intention to offer to buy the publicly held  
minority interest of UGS. The UGS board of directors appointed a special  
committee of independent directors to evaluate the terms of EDS' offer on behalf  
of the minority shareholders. The special committee has determined that the  
price of \$32.50 per share is fair to the minority public shareholders and has  
recommended that UGS shareholders tender their shares pursuant to EDS' offer.

EDS currently owns approximately 86 percent of the outstanding common shares of  
UGS, and public shareholders own the remaining 14 percent.

Previously, EDS had announced an agreement to purchase Structural Dynamics  
Research Corp. (SDRC) for approximately \$950 million in cash, or \$25.00 per  
share. Upon closing, UGS and SDRC will be combined under the UGS name to create  
an industry leader in the Product Lifecycle Management (PLM) market, with more  
than \$1 billion in annual revenues.

"EDS is pleased to have reached this agreement with the UGS special committee  
and board," said Paul Chiapparone, EDS executive vice president of operations  
and chairman of UGS. "The combination of the UGS and SDRC businesses gives EDS  
substantial software capability in a rapidly emerging market with significant  
'pull-through' revenue opportunities for services from our other four lines of  
business. Completion of these two transactions will enable EDS to continue  
executing on its strategy to be the leader in the digitized PLM market."

The transaction will be structured as a cash tender offer for all of the  
approximately 5.3 million outstanding Class A common shares of UGS. Following  
completion of the tender offer, EDS will acquire any remaining publicly held

shares of UGS through a merger transaction. EDS expects the closing of the UGS and SDRC transactions to occur in the third quarter of 2001.

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"We are quite pleased that this important step has been successfully concluded," said Tony Affuso, UGS president and CEO. "This marks a significant milestone as we join forces with EDS and SDRC to create a customer-driven organization with an unmatched capability to enhance the product lifecycle and create value for our customers."

Lehman Brothers Inc. acted as a financial advisor to the special committee of independent directors, and Greenhill & Co. acted as a financial advisor to EDS in connection with this transaction.

Investors and security holders are strongly advised to read the tender offer statement and recommendation/solicitation statement regarding the tender offer referred to in this press release when they become available because they will contain important information. EDS and UGS will file these statements with the Securities and Exchange Commission (SEC). Investors and security holders may obtain a free copy of the statements (when available) at [www.sec.gov](http://www.sec.gov). The statements and related materials may be obtained for free by directing such requests to EDS investor relations at 972-605-6661 or UGS investor relations at 314-344-8240.

#### About EDS

EDS, the leading global services company, provides strategy, implementation and hosting for clients managing the business and technology complexities of the digital economy. EDS brings together the world's best technologies to address critical client business imperatives. It helps clients eliminate boundaries, collaborate in new ways, establish their customers' trust and continuously seek improvement. EDS, with its management consulting subsidiary, A.T. Kearney, serves the world's leading companies and governments in 55 countries. EDS reported revenues of \$19.2 billion in 2000. The company's stock is traded on the New York Stock Exchange (NYSE: EDS) and the London Stock Exchange. Learn more at [www.eds.com](http://www.eds.com).

#### About UGS

UGS (NYSE: UGS) is one of the most successful software and services companies dedicated to product lifecycle management solutions. UGS' rich heritage and financial strength have been established by consistently providing the industry's best product development

applications for over 25 years. Today, UGS is distinguished as a leading supplier of Internet-based product life cycle collaboration solutions as well as the company that is creating the de facto industry standards for the digital product. With offices in over 30 countries around the globe, UGS is a premier vendor for open solutions that seamlessly weave into any environment and create unprecedented value for the world's most demanding customers. In addition, UGS is the first company in its industry to earn the ISO 9001/TickIT certification. For more information please contact UGS at (800) 498-5351 or via the World Wide Web at <http://www.ugs.com>.

The statements in this news release that are not historical statements, including the statements regarding the economic impact of this transaction and future growth of the acquired business, are forward-looking statements within the meaning of the federal securities laws. These statements are subject to numerous risks and uncertainties, including relating to exchange rates, many of which are beyond EDS' or UGS' control, which could cause actual results to differ materially from such statements. For information concerning certain of these risks and uncertainties, see EDS' or UGS', as applicable, most recent Form 10-Q. EDS and UGS disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

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