

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-T/A

Third party tender offer statement [amend]

Filing Date: **2001-08-03**
SEC Accession No. **0000891554-01-503809**

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

SUBJECT COMPANY

MICROWARE SYSTEMS CORP

CIK: **1003383** | IRS No.: **421073916** | State of Incorporation: **IA** | Fiscal Year End: **0331**
Type: **SC TO-T/A** | Act: **34** | File No.: **005-49337** | Film No.: **1696995**
SIC: **7372** Prepackaged software

Mailing Address
1500 N.W. 118TH STREET
DES MOINES IA 50325

Business Address
1500 N.W. 118TH STREET
DES MOINES IA 50325
515-223-8000

FILED BY

RADISYS CORP

CIK: **873044** | IRS No.: **930945232** | State of Incorporation: **OR** | Fiscal Year End: **1231**
Type: **SC TO-T/A**
SIC: **3577** Computer peripheral equipment, nec

Mailing Address
5445 NE DAWSON CREEK
DRIVE
HILLSBORO OR 97124

Business Address
5445 NE DAWSON CREEK DR
HILLSBORO OR 97124
5036461800

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 2
SCHEDULE TO
TENDER OFFER STATEMENT
(Under Section 14(d)(1) or 13(e)(1) of the
Securities Exchange Act of 1934)

Microware Systems Corporation
(Name of Subject Company)

Drake Merger Sub, Inc. (Offeror)
RadiSys Corporation (Offeror)

Name of Filing Person (identifying status as offeror, issuer or other person)
Common Stock, Without Par Value
(Title of Class of Securities)

595150103
(CUSIP Number of Class of Securities)

Annette M. Mulee
RadiSys Corporation
5445 NE Dawson Creek Drive
Hillsboro, OR 97124
(503) 615-1100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications
on Behalf of the Filing Person)

Copy to:

John R. Thomas
Stoel Rives LLP
900 SW Fifth Avenue, Suite 2600
Portland, OR 97204-1268
(503) 224-3380

CALCULATION OF FILING FEE

Transaction	Amount of
Valuation: \$13,479,174*	Filing Fee: \$2,696
* Assumes purchase of 19,822,314 shares at \$0.68 per share.	

[X] Check 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: \$2,696
Form or Registration No.: Schedule TO-T

Filing Party: RadiSys Corporation
Date Filed: July 5, 2001

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:

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 5, 2001, as amended by Amendment No. 1 filed on July 19, 2001 (as amended and supplemented, the "Schedule TO"), relating to the offer by Drake Merger Sub, Inc., an Iowa corporation ("Purchaser") and a wholly owned subsidiary of RadiSys Corporation, an Oregon corporation ("Parent"), to purchase all of the outstanding shares of common stock, without par value (the "Shares"), of Microware Systems Corporation, an Iowa corporation (the "Company"), at a purchase price of \$0.68 per Share, net to the seller in cash, without interest, on the terms and subject to the conditions of the Offer to Purchase dated July 5, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B). This Amendment No. 2 is being filed on behalf of Purchaser and Parent. Capitalized terms not otherwise defined in this Amendment No. 2 shall have the meanings ascribed to them in the Offer to Purchase.

Item 11. Additional Information

On August 3, 2001, Purchaser extended the Offer until 5:00 p.m., New York City time, on Friday, August 10, 2001 (the "Expiration Time") and announced the extension by publishing a press release. In the press release, Purchaser also announced it has waived the Minimum Condition to the Offer and will accept for payment shares tendered and not withdrawn as of the Expiration Time, provided that at least 75% of the shares of Microware common stock have been tendered and not withdrawn as of the Expiration Time. The press release is attached as Exhibit (a)(1)(I) and is incorporated into this Schedule TO by reference.

Item 12. Exhibits

Exhibit Number	Description
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- (a) (1) (A) * Offer to Purchase dated July 5, 2001, as amended
 - (a) (1) (B) * Letter of Transmittal
 - (a) (1) (C) * Notice of Guaranteed Delivery
 - (a) (1) (D) * Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees
 - (a) (1) (E) * Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees
 - (a) (1) (F) * Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
 - (a) (1) (G) * Joint Press Release issued by Parent and the Company (incorporated herein by reference to Schedule TO-C filed July 2, 2001 by Parent)
 - (a) (1) (H) * Summary Advertisement published July 5, 2001
 - (a) (1) (I) * Press Release issued by Parent on August 3, 2001
 - (b) * Not applicable
 - (d) (1) * Agreement and Plan of Merger, dated as of June 29, 2001, by and among RadiSys Corporation, Drake Merger Sub, Inc. and Microware Systems Corporation
 - (d) (2) * 19.9% Option Agreement, dated as of June 29, 2001, between RadiSys Corporation, and Microware Systems Corporation
 - (d) (3) * Form of Shareholder's Agreement, dated June 29, 2001, by and among RadiSys Corporation, Drake Merger Sub, Inc., and certain shareholders of Microware Systems Corporation
 - (d) (4) * Shareholder's Agreement, dated June 29, 2001 by and among RadiSys Corporation, Drake Merger Sub, Inc. and Motorola, Inc.
 - (d) (5) * Termination and Buy-out Agreement, dated June 29, 2001, by and among Microware Systems Corporation, Elder Court, LLC, Roth Capital Partners, Inc., Carbon Mesa Partners, LLC and Anthony Soich
 - (g) * Solicitation Agent FAQs/Guidelines

(h) Not applicable

* Previously filed

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.

Dated: August 3, 2001

RadiSys Corporation

By /s/ Glenford J. Myers

Glenford J. Myers
Chief Executive Officer

Drake Merger Sub, Inc.

By /s/ Glenford J. Myers

Glenford J. Myers
President

EXHIBIT LIST

Exhibit Number	Description
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(a) (1) (C) *	Notice of Guaranteed Delivery
(a) (1) (D) *	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees
(a) (1) (E) *	Letter to Clients for Use by Brokers, Dealers, Banks, Trust

Companies and Other Nominees

- (a) (1) (F) * Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
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- (a) (1) (I) Press Release issued by Parent on August 3, 2001
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- (g) * Solicitation Agent FAQs/Guidelines
- (h) Not applicable

* Previously filed

FOR IMMEDIATE RELEASE

RADISYS EXTENDS TENDER OFFER FOR MICROWARE SYSTEMS
CORPORATION SHARES

HILLSBORO, OR -- August 3, 2001 -- RadiSys Corporation (Nasdaq: RSYS), a leading provider of building blocks enabling next-generation Internet and communications systems, announced today that it is extending its offer to purchase all of the outstanding shares of Microware Systems Corporation common stock until 5:00 p.m., New York City time, on Friday, August 10, 2001. The offer had previously been scheduled to expire at 5:00 p.m., New York City time, on August 2, 2001. The extension is intended to allow RadiSys time to maximize the number of tendered shares of Microware common stock. RadiSys also announced that it has agreed to waive the condition that 90% of the outstanding shares of Microware common stock be tendered before it accepts shares for payment, provided that at least 75% of the outstanding shares of Microware common stock are tendered and not withdrawn as of 5:00 p.m., New York City time, on Friday, August 10, 2001.

The terms of the extended offer are identical to the original offer set forth in the offering materials, including the Offer to Purchase dated July 5, 2001 and the related Letter of Transmittal, filed with the Securities and Exchange Commission as exhibits to RadiSys' Tender Offer Statement on Schedule TO on July 5, 2001, as amended on July 19, 2001.

Based on information provided by Mellon Investor Services LLC, the Depository for the offer, as of 5:00 p.m., New York City time, on August 2, 2001 15,294,035 shares of Microware common stock had been validly tendered and not withdrawn, not including shares to be delivered pursuant to guaranteed delivery procedures, representing approximately 80% of all outstanding shares. Under the terms of the agreement and plan of merger dated as of June 29, 2001 among RadiSys, Drake Merger Sub and Microware, Drake Merger Sub is permitted to extend the offer until the conditions to its purchase of tendered shares are satisfied or waived. RadiSys expects to close the acquisition as soon as practicable after the expiration of the tender offer, assuming the requisite number of shares of Microware common stock are tendered and other closing conditions are satisfied.

RadiSys is a leading provider of building blocks enabling next-generation Internet and communications systems. The building blocks provided to telecommunications equipment manufacturers include Intel-architecture embedded computers, network processors, DSP modules and algorithms, network interfaces and protocols, high-availability switch-fabric system platforms, and SS7/signaling blades and gateways. RadiSys' highly differentiated position in the market is a result of its focus on Intel-based technology, its broad array of building-block technology, its tight "virtual division" relationships with its customers, and its use of intellectual property to generate "perfect fit" solutions for its customers.

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RadiSys is a registered trademark. All other products are trademarks or registered trademarks of their respective companies.

To obtain copies of this press release and other RadiSys material please visit our web-site at www.radisys.com or contact investor relations at investor.relations@radisys.com or call the RadiSys Investor Line at 1-503-615-RSYS.

To receive these releases via email, visit our web page at www.radisys.com and subscribe to our electronic mailing list.