

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-I/A

Issuer tender offer statement [amend]

Filing Date: **2002-05-14**
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SUBJECT COMPANY

ARRIS GROUP INC

CIK: **1141107** | IRS No.: **582588724** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC TO-I/A** | Act: **34** | File No.: **005-61849** | Film No.: **02645714**
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address

*11450 TECHNOLOGY CIRCLE
DULUTH GA 30097*

Business Address

*11450 TECHNOLOGY CIRCLE
DULUTH GA 30097
6784732000*

FILED BY

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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.
11450 Technology Circle
Duluth, Georgia 30097
Telephone: (678) 473-2000

Copy To:

W. Brinkley Dickerson, Jr.
Troutman Sanders LLP
600 Peachtree Street, Suite 5200
Atlanta, Georgia 30308
Telephone: (404) 885-3822

(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.
[] 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: [X]

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
<S>	<C>
(a) (1)	Offer to Exchange, dated April 12, 2002, relating to the Exchange Offer. (previously filed)
(a) (2)	Form of Letter of Transmittal, dated April 12, 2002, relating to the Exchange Offer. (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. (previously filed)
(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.

By: /s/ Lawrence A. Margolis

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

Dated: May 13, 2002

FOR IMMEDIATE RELEASE

CONTACT: Jim Bauer
Investor Relations
(678) 473-2647
jim.bauer@arrisi.com

ARRIS EXCHANGE OFFER EXPIRES

DULUTH, GA. MAY 13, 2002 ARRIS (NASDAQ:ARRS), a global telecommunications leader, today announced that its previously announced exchange offer for its 4 1/2% Convertible Subordinated Notes due 2003 expired on May 10, 2002. Approximately \$5.65 million in Notes were tendered and accepted for exchange.

"At the outset, we had expected that more Notes would be tendered in response to the exchange offer," said Larry Margolis, ARRIS CFO and Executive Vice President. "However, we were unwilling to increase the exchange ratio to a level above what we thought was fair to both Note holders and ARRIS, and, as a result, we have allowed the offer to expire. During the exchange offer the market for our common stock moved away from the price implicit in the exchange ratio, and, as a result, fewer Notes were exchanged than the \$70 million that we were willing to accept. We will be reassessing the remaining Notes in light of market and business conditions as the year unfolds" concluded Margolis.

As previously announced, in early April 2002 ARRIS completed private exchanges for common stock for \$9.75 million in Notes. Combined with the Notes tendered as a result of the April 12, 2002 Exchange Offer, the Company has retired \$15.4 million of the \$115 million of original principal of the Notes.

ARRIS provides broadband local access networks with innovative optical transport, high-speed data and telephony systems for the delivery of voice, video and data to the home and business. ARRIS complete solutions enhance the reliability and value of converged services from the network to the subscriber. Headquartered in Duluth, Georgia, USA, ARRIS has design, engineering, manufacturing, distribution, service and sales office locations throughout the world. Additional information about ARRIS products and services can be found at www.arrisi.com.

/CONTACT: Jim Bauer of ARRIS, +1-678-473-2647, or jim.bauer@arrisi.com /