

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-I/A

Issuer tender offer statement [amend]

Filing Date: **2013-01-10**
SEC Accession No. [0001437749-13-000353](#)

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SUBJECT COMPANY

TUCOWS INC /PA/

CIK:[909494](#) | IRS No.: **232707366** | State of Incorporation: **PA** | Fiscal Year End: **1231**
Type: **SC TO-I/A** | Act: **34** | File No.: **005-49487** | Film No.: **13522459**
SIC: **7374** Computer processing & data preparation

Mailing Address
*96 MOWAT AVENUE
TORONTO A6 M6K 3M1*

Business Address
*96 MOWAT AVENUE
TORONTO A6 M6K 3M1
4165350123*

FILED BY

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 3

TO

SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Tucows Inc.

(Name of Subject Company (Issuer))

Tucows Inc. (Offeror)

(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

Common Stock, no par value per share
(Title of Class of Securities)

898697107

(CUSIP Number of Class of Securities)

**Elliot Noss
Tucows Inc.
96 Mowat Avenue
Toronto, Ontario M6K 3M1
(416) 535-0123**

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

With a copy to:

**Joanne Soslow, Esquire
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103-2921
(215) 963-5000**



CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$9,750,000	\$1,329.90

* Estimated for purposes of calculating the amount of the filing fee only. This amount assumes the purchase of 6,500,000 shares of common stock, no par value per share, at the maximum tender offer price of \$1.50 per share in cash.

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: \$1,329.90

Filing Party: Tucows Inc.

Form of Registration No.: SC TO-I

Date Filed: November 29, 2012

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 3 ("Amendment No. 3") amends the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed by Tucows Inc., a Pennsylvania corporation ("Tucows"), with the Securities and Exchange Commission (the "SEC") on November 29, 2012, as amended by Amendment No. 1 to the Schedule TO, filed by Tucows with the SEC on December 21, 2012, as further amended by Amendment No. 2 to the Schedule TO, filed by Tucows with the SEC on January 7, 2013, which relates to the tender offer by Tucows to purchase 6,500,000 shares of its common stock, no par value per share, or such fewer number of shares as are properly tendered and not properly withdrawn. Tucows has offered to purchase these shares at a price not greater than \$1.50 per share nor less than \$1.35 per share, net to the seller in cash, without interest, as specified by shareholders tendering their shares. Tucows' offer is made on the terms and subject to the conditions set forth in the Amended Offer to Purchase, dated December 21, 2012, and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the "Offer".

This Amendment No. 3 is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended. The information contained in the Offer is incorporated herein by reference in response to all applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by the following:

On January 10, 2013, Tucows issued a press release announcing the final results of its Offer, which expired at 5:00 p.m., New York City time, on Friday, January 4, 2013. A copy of the press release is filed as Exhibit (a)(5)(D) to this Amendment No. 3 and is hereby incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following:

(a)(5)(D) Press Release, dated January 10, 2013

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.

/s/ MICHAEL COOPERMAN _____

Michael Cooperman
Chief Financial Officer

January 10, 2013

EXHIBIT INDEX

- (a)(1)(A)** Amended Offer to Purchase, dated December 21, 2012
- (a)(1)(B)* Letter of Transmittal
- (a)(1)(C)* Notice of Guaranteed Delivery
- (a)(1)(D)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated November 29, 2012
- (a)(1)(E)* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated November 29, 2012
- (a)(1)(F)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
- (a)(2)-(4) Not applicable
- (a)(5)(A)* Letter to Shareholders from the President and Chief Executive Officer, dated November 29, 2012
- (a)(5)(B)* Press Release, dated November 29, 2012
- (a)(5)(C)***Press Release, dated January 7, 2013
- (a)(5)(D) Press Release, dated January 10, 2013
- (b)(1) Amended and Restated Supplemental Agreement, dated December 14, 2012, between Tucows.com Co., Tucows (Delaware), Inc., Tucows Inc. and the Bank of Montreal (incorporated herein by reference to Exhibit 10.1 to Tucows Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 20, 2012)
- (b)(2) Offer Letter, dated November 19, 2012, between Tucows.com Co and the Bank of Montreal (incorporated herein by reference to Exhibit 10.1 to Tucows Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 21, 2012)
- (b)(3) Operating Loan Agreement, dated September 10, 2010, between Tucows.com co. and the Bank of Montreal (incorporated herein by reference to Exhibit 10.1 to Tucows Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 13, 2010)
- (b)(4) Offer Letter, dated August 30, 2010, between Tucows Inc. and the Bank of Montreal (incorporated herein by reference to Exhibit 10.2 to Tucows Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 13, 2010)
- (b)(5) Loan Agreement, dated as of June 25, 2007, by and among Tucows.com Co., Tucows (Delaware) Inc., Tucows Inc., Mailbank Nova Scotia Co., Tucows Domain Holdings Co., Innerwise, Inc. and Bank of Montreal (incorporated herein by reference to Exhibit 10.1 to Tucows Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 31, 2007)
- (b)(6) Guaranty, dated July 25, 2007, by Tucows Inc. in favor of the Bank of Montreal (incorporated herein by reference to Exhibit 10.2 to Tucows Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 31, 2007)
- (b)(7) Security Agreement, dated July 25, 2007, by Tucows Inc. in favor of the Bank of Montreal (incorporated herein by reference to Exhibit 10.3 to Tucows Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 31, 2007)

(d)(1) Tu cows Inc. Amended and Restated 2006 Omnibus Equity Compensation Plan, as amended (incorporated by reference to Exhibit 99(d)(1) filed with Tu cows' Schedule TO, as filed with the SEC on September 17, 2010)

* Incorporated by reference to the relevant exhibit to the Tender Offer Statement on Schedule TO filed by Tu cows Inc. with the Securities and Exchange Commission on November 29, 2012.

** Incorporated by reference to the relevant exhibit to Amendment No. 1 to the Tender Offer Statement on Schedule TO filed by Tu cows Inc. with the Securities and Exchange Commission on December 21, 2012.

*** Incorporated by reference to the relevant exhibit to Amendment No. 2 to the Tender Offer Statement on Schedule TO filed by Tu cows Inc. with the Securities and Exchange Commission on January 7, 2013.

Tucows Inc. Announces Final Results of Dutch Tender Offer

TORONTO – January 10, 2013 – Tucows Inc. (NYSE AMEX:TCX), (TSX:TC), a global provider of domain names, email and other Internet services, announced today the final results of its modified “Dutch auction” tender offer, which expired at 5:00 p.m., New York City time, on January 4, 2013. Tucows will purchase 4,114,121 shares of its Common Stock at a purchase price of \$1.50 per share, for a total cost of \$6,171,182, excluding fees and expenses related to the tender offer. Payment for shares accepted for purchase will be funded partly in cash and from two demand loan facilities Tucows currently has with the Bank of Montreal. The 4,114,121 shares accepted for purchase in the tender offer represent approximately 9.3% of Tucows’ currently issued and outstanding Common Stock.

Payment for shares accepted for purchase, and the return of all other shares tendered but not accepted for payment, will be made promptly by Registrar and Transfer Company, the depository for the tender offer.

All shares purchased by Tucows in the tender offer will be cancelled. As a result of the completion of the tender offer and immediately following payment of the tendered shares, Tucows will have approximately 40,215,688 shares issued and outstanding.

About Tucows

Tucows is a global Internet services company. OpenSRS (<http://opensrs.com>) manages over fourteen million domain names and millions of value-added services through a reseller network of over 13,000 web hosts and ISPs. Hover (<http://hover.com>) is the easiest way for individuals and small businesses to manage their domain names and email addresses. Ting.com (<https://ting.com>) is a mobile phone service provider dedicated to bringing clarity and control to US mobile phone users. YummyNames (<http://yummynames.com>) owns and operates premium domain names that generate revenue through advertising or resale. More information can be found on Tucows’ corporate website (<http://tucows.com>).

This news release contains, in addition to historical information, forward-looking statements related to the proposed tender offer, including the timing, total number of shares to be purchased under the proposed tender offer and the process for the proposed tender offer. Such statements are based on management’s current expectations and are subject to a number of uncertainties and risks, which could cause actual results to differ materially from those described in the forward-looking statements. Information about potential factors that could affect Tucows’ business, results of operations and financial condition is included in the Risk Factors sections of Tucows’ filings with the Securities and Exchange Commission. All forward-looking statements included in this document are based on information available to Tucows as of the date of this document, and except to the extent Tucows may be required to update such information under any applicable securities laws, Tucows assumes no obligation to update such forward-looking statements.

TUCOWS is a registered trademark of Tucows Inc. or its subsidiaries. All other trademarks and service marks are the properties of their respective owners.

Contact:

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