

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-T/A

Third party tender offer statement [amend]

Filing Date: **2000-06-05**
SEC Accession No. **0000950133-00-002421**

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

SUBJECT COMPANY

VIASOFT INC /DE/

CIK: **935418** | IRS No.: **942892506** | State of Incorporation: **DE** | Fiscal Year End: **0630**
Type: **SC TO-T/A** | Act: **34** | File No.: **005-46367** | Film No.: **649336**
SIC: **7372** Prepackaged software

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3033 NORTH 44TH ST
PHOENIX AZ 85018

Business Address
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SUITE 205
PHOENIX AZ 85018
6029520050

FILED BY

ASG SUB INC

CIK: **1111857** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC TO-T/A**

Mailing Address
1333 THIRD AVENUE SOUTH
NAPLES FL 34102

Business Address
1333 THIRD AVENUE SOUT
NAPLES FL 34102
8009325536

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

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

(AMENDMENT NO. 3)

VIASOFT, INC.
(Name of Subject Company)

ASG SUB, INC.
ALLEN SYSTEMS GROUP, INC.
(Names of Filing Persons--Offerors)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

92552U102
(CUSIP Number of Class of Securities)

Kristine Kennedy Rieger, Esq.
Senior Vice President, Secretary
and General Counsel
Allen Systems Group, Inc.
1333 Third Avenue South
Naples, Florida 34102
(800) 932-5536

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

Copies to:

Robert E. McLaughlin, Esq.
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 429-3000

CALCULATION OF FILING FEE

<TABLE>
<CAPTION>

Transaction valuation*	Amount of filing fee
<S> \$155,653,952	<C> \$31,131

</TABLE>

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of all outstanding shares of common stock, \$0.001 par value, of Viasoft, Inc. on April 28, 2000 (18,178,001) at \$8.40 per share, plus the aggregate amount required to be paid to holders of outstanding stock options (\$8.40 per share less the option exercise price), in accordance

with terms of the offer described herein. The amount of the filing fee was calculated in accordance with Rule 0-11(b) and (d) under the Securities Exchange Act of 1934 (the "Exchange Act").

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: \$31,131
Form or Registration No.: TO.
Filing Parties: ASG SUB, INC.
ALLEN SYSTEMS GROUP, INC.
VIASOFT, INC.
Date Filed: May 4, 2000

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:

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This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed by ASG Sub, Inc., a Delaware corporation ("ASG Sub"), Allen Systems Group, Inc., a Delaware corporation ("Allen Systems") and Viasoft, Inc., a Delaware corporation (the "Company"), on May 4, 2000, as amended by Amendment No. 1 to the Schedule TO filed by Allen Systems, ASG Sub and the Company, on May 10, 2000 and by Amendment No. 2 to the Schedule TO filed by Allen Systems and ASG Sub on May 25, 2000 (the "Schedule TO") relating to the combined tender offer (the "Offer") to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the "Common Stock"), of the Company, together with the associated preferred share purchase rights issued pursuant to the Rights Agreement, dated as of April 20, 1998, as amended between the Company and Harris Trust and Savings Bank, as Rights Agent (the "Rights" and, together with the Common Stock, the "Shares"), tendered pursuant to the Offer at a purchase price of \$8.40 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 2000, as amended as set forth below (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1) and (a)(2) to the Schedule TO. ASG Sub is a wholly-owned subsidiary of Allen Systems.

Items 11 and 12 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding thereto the following:

ITEM 11. ADDITIONAL INFORMATION

Item 11 is hereby amended and supplemented by adding thereto the following:

The Offer expired at 12:00 midnight, Eastern time, on Friday, June 2, 2000 (the "Expiration Date"). Based upon a preliminary report from Equiserve, the depository for the Offer, as of the Expiration Date, 16,926,908 Shares were validly tendered and not withdrawn (including Shares delivered pursuant to guaranteed delivery) pursuant to the Offer, representing approximately 93% of the outstanding Shares. ASG Sub and the Company have accepted these Shares for payment (excluding Shares subject to guarantee of delivery, which shall be accepted and paid for upon completion of delivery). Allen Systems, ASG Sub and the Company are expected to make payment for the accepted Shares on Monday, June 5, 2000, or promptly thereafter.

On June 5, 2000, ASG Sub, Allen Systems and the Company issued a joint press release announcing the preliminary results of the Offer, a copy of which is attached hereto as Exhibit (a) (11) and is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 is hereby amended by adding the following at the end thereof:

(a) (11) Joint Press Release of ASG Sub, Allen Systems and the Company, dated June 5, 2000.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 5, 2000

ASG SUB, INC.

By: /s/ Kristine Kennedy Rieger

Name: Kristine Kennedy Rieger
Title: Senior Vice President
Secretary and General Counsel

ALLEN SYSTEMS GROUP, INC.

By: /s/ Kristine Kennedy Rieger

Name: Kristine Kennedy Rieger
Title: Senior Vice President
Secretary and General Counsel

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EXHIBIT INDEX

<TABLE> <CAPTION> Exhibit ----- <S>	Description ----- <C>
(a) (11)	Joint Press Release of ASG Sub, Allen Systems and the Company, dated June 5, 2000

</TABLE>

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ALLEN SYSTEMS GROUP AND VIASOFT ANNOUNCE PRELIMINARY RESULTS
OF CASH TENDER OFFER

Naples, Florida and Phoenix, Arizona -- June 5, 2000--Allen Systems Group, Inc., ASG Sub, Inc. and Viasoft, Inc. (Nasdaq NM: VIAS) today announced the preliminary results of their cash tender offer for all of the outstanding shares of common stock of Viasoft at the offer price of \$8.40 per share.

The offer and withdrawal rights expired, as scheduled, at 12:00 midnight, Eastern time, on Friday, June 2, 2000. Based on the preliminary report of Equiserve, the depositary for the offer, approximately 16,926,908 Viasoft shares were validly tendered and not withdrawn (including approximately 788,100 shares subject to guarantee of delivery), representing approximately 93% of Viasoft's outstanding shares. ASG Sub, Inc. and Viasoft, Inc. have accepted these shares for payment (excluding shares subject to guarantee of delivery, which shall be accepted and paid for upon completion of delivery). Payment for shares properly tendered and accepted will be made as promptly as practical and, in the case of shares tendered by guaranteed delivery procedures, promptly after delivery of the shares and required documentation.

Allen Systems intends to acquire the remaining shares of Viasoft. Allen Systems intends to cause ASG Sub to be merged into Viasoft, pursuant to which each share of Viasoft's common stock still outstanding, other than those held by ASG Sub, will be converted into the right to receive \$8.40 in cash, the same consideration paid for shares in the tender offer, subject to appraisal rights. After the merger, Viasoft will be a wholly-owned subsidiary of Allen Systems Group.

ABOUT ALLEN SYSTEMS GROUP

Founded in 1986, Allen Systems Group, Inc. ("ASG") is a privately held, computer software company that focuses on providing enterprise software for breakthrough productivity. ASG provides a suite of Enterprise Productivity Software Solutions to improve the productivity and performance of corporate IT systems. Customers worldwide rely on ASG software and services to provide around-the-clock, behind-the-scenes management of applications, systems and data.

ASG employs more than 400 associates worldwide. Headquartered in Naples, Florida, ASG has offices in California, Texas, Georgia, Australia, France, Germany, Italy, Singapore, South Africa and the United Kingdom, as well as distribution channels in Asia, Europe, Israel, and Latin America. For more information, please visit the company's World Wide Web site at www.asg.com.

ABOUT VIASOFT

Viasoft is a leader in understanding enterprise applications to help companies realize the greatest return on their information technology investments. Viasoft provides business solutions

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consisting of specialized professional services and award-winning software that are designed to enable customers worldwide to cost-effectively manage and evolve their information technology assets. Viasoft provides a broad range of products and consulting services to support the application modernization needs of large organizations worldwide, including implementation of e-business within their operations.

Headquartered in Phoenix, Arizona, Viasoft provides sales and professional services through regional offices in the United States, Canada, Australia, Europe and a network of international subsidiaries, distributors and resellers. For more information on Viasoft's services and technologies, please visit the company's World Wide Web site at www.Viasoft.com.

IMPORTANT INFORMATION

CERTAIN STATEMENTS IN THIS RELEASE ARE FORWARD-LOOKING STATEMENTS, WHICH ARE BASED ON CURRENT EXPECTATIONS AND ARE SUBJECT TO A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM ANY EXPECTED FUTURE RESULTS, EXPRESSED OR IMPLIED, BY THE FORWARD-LOOKING STATEMENTS. INTERESTED PARTIES SHOULD REFER TO THE DISCLOSURE SET FORTH IN VIASOFT'S RECENT PUBLIC FILINGS FOR ADDITIONAL INFORMATION REGARDING RISKS AFFECTING VIASOFT'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS. NEITHER ALLEN SYSTEMS GROUP, ASG SUB NOR VIASOFT ASSUMES ANY RESPONSIBILITY TO UPDATE ANY OF THE FORWARD-LOOKING STATEMENTS CONTAINED HEREIN.