

PITNEY BOWES INC /DE/
Form SC TO-T
March 22, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

MapInfo Corporation

(Name of Subject Company (issuer))

Magellan Acquisition Corp.

a wholly-owned subsidiary of

Pitney Bowes Inc.

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, \$0.002 par value per share
(Title of Class of Securities)

565105103
(CUSIP Number of Class of Securities)

Michele Coleman Mayes, Esq.

Senior Vice President & General Counsel

Pitney Bowes, Inc., MSC 65-24

One Elmcroft Road

Stamford, CT 06926-0700

Telephone: (203) 351-7924

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

Copies to:

Ronald R. Papa, Esq.

Proskauer Rose LLP

1585 Broadway

New York, NY 10036-8299

Telephone: (212) 969-3325

Calculation of Filing Fee

Transaction valuation (1)
\$440,805,362

Amount of filing fee (2)
\$13,533

- (1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated based on the offer to purchase all of the outstanding shares of common stock of MapInfo Corporation at a purchase price equal to \$20.25 per share and 21,768,166 shares issued and outstanding, as represented by MapInfo Corporation.
- (2) The amount of filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, is calculated by multiplying the transaction value by 0.0000307

.. 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: | N/A |
| Form or Registration No.: | N/A |
| Filing Party: | N/A |
| Date Filed: | N/A |

.. 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: ..

Items 1 through 9, and Item 11

This Tender Offer Statement on Schedule TO (this Schedule TO) is filed by Pitney Bowes Inc., a Delaware corporation (Pitney Bowes) and Magellan Acquisition Corp., a wholly-owned subsidiary of Pitney Bowes (the Purchaser). This Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, \$0.002 par value per share (the Shares), of MapInfo Corporation, a Delaware corporation (the Company), at a purchase price of \$20.25 per Share in cash, without interest thereon, less any required withholding and transfer taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 22, 2007 (the Offer to Purchase), and in the related Letter to Transmittal, copies of which are attached as Exhibits (a)(1)(i) and (a)(1)(ii) (which, together with any amendments or supplements thereto, collectively constitute the Offer).

The information set forth in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 and 11 of this Schedule TO.

Item 10. Financial Statements

Not applicable.

Item 12. Exhibits

- (a)(1)(i) Offer to Purchase, dated March 22, 2007.**
- (a)(1)(ii) Form of Letter of Transmittal.**
- (a)(1)(iii) Form of Notice of Guaranteed Delivery.**
- (a)(1)(iv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.**
- (a)(1)(v) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.**
- (a)(1)(vi) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.**
- (a)(1)(vii) Form of Summary Advertisement as published on March 22, 2007 in the Wall Street Journal.*
- (a)(2) Schedule 14 D-9, dated March 22, 2007.**
- (a)(5) Press Release issued by Pitney Bowes on March 15, 2007 (incorporated by reference to form TO-C filed on March 15, 2007).*
- (b) Not applicable.
- (c) Not applicable.
- (d)(1) Agreement and Plan of Merger, dated March 14, 2007, among Pitney Bowes, the Purchaser and the Company.*
- (d)(2) Retention Agreement, dated as of March 14, 2007, between Pitney Bowes and Mark P. Cattini*
- (d)(3) Retention Agreement, dated as of March 14, 2007, between Pitney Bowes and Michael Hickey*
- (d)(4) Retention Agreement, dated as of March 14, 2007, between Pitney Bowes and Daniel T. Gerron*
- (d)(5) Retention Agreement, dated as of March 14, 2007, between Pitney Bowes and James Scott*
- (d)(6) Confidentiality Agreement, dated as of December 19, 2006, by and between Pitney Bowes and the Company*
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

* Filed herewith.

** Filed herewith and included in mailing to stockholders of MapInfo Corporation.

Item 13. Information Required by Schedule 13 E-3

Not applicable.

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

Dated: March 22, 2007

MAGELLAN ACQUISITION CORP.

By: /s/ HELEN SHAN
Name: **Helen Shan**
Title: **Vice President and Treasurer**

PITNEY BOWES INC.

By: /s/ HELEN SHAN
Name: **Helen Shan**
Title: **Vice President and Treasurer**