

EXFO INC.  
Form SC TO-C  
January 08, 2015

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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EXFO INC.  
(Name of Subject Company)  
EXFO INC. (Issuer)  
(Names of Filing Persons (identifying status as offeror, issuer or other person))

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Subordinate Voting Shares without par value  
(Title of Class of Securities)

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302043 10 4  
(CUSIP Number of Class of Securities)

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Benoit Ringuette  
EXFO Inc.  
400 Godin Avenue  
Quebec City, Quebec, Canada  
G1M 2K2  
(418) 683-0211

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

with copies to:

Jean-Michel Lapierre  
Fasken Martineau DuMoulin  
LLP  
The Stock Exchange Tower  
P.O. Box 242  
Suite 3700, 800 Victoria  
Square  
Montreal, Quebec, Canada

Brian P. Lenihan  
Choate, Hall & Stewart LLP  
Two International Place  
Boston, Massachusetts  
02110  
(617) 248-5000

H4Z 1E9  
(514) 397-7400

CALCULATION OF FILING FEE:

Transaction Valuation\*  
Not applicable

Amount of Filing Fee\*  
Not applicable

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required because communications are made before the commencement of a tender offer.

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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:  
Form or Registration No.:  
Filing Party:  
Date Filed:

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(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third Party Tender Offer)
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Item 12. Exhibits

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Item 12. Exhibits.

Exhibit Number	Description
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99.1	Press Release, issued January 7, 2015.
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