

LOGICVISION INC  
Form SC TO-I/A  
March 09, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 1 to  
SCHEDULE TO  
(Rule 13e-4)**

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

**LOGICVISION, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to Purchase Common Stock, \$0.0001 Par Value Per Share**  
(Title of Class of Securities)

**54140W 10 7**

(CUSIP Number of Class of Securities)  
(Underlying Common Stock)

**JAMES T. HEALY  
President and Chief Executive Officer  
LogicVision, Inc.  
25 Metro Drive, Third Floor  
San Jose, California 95110  
(408) 453-0146**

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

*Copy to:*

**STANTON D. WONG  
JUSTIN D. HOVEY  
Pillsbury Winthrop Shaw Pittman LLP  
P.O. Box 7880  
San Francisco, California 94120  
(415) 983-1200**

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**CALCULATION OF FILING FEE**

Transaction Value\*  
\$1,493,000

Amount of Filing Fee\*\*  
\$159.75

\*

Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all options to purchase the issuer's common stock that are eligible for exchange will be exchanged for new options and cancelled pursuant

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to this offer. These options have a value of \$1,493,000 calculated using the Black-Scholes method based upon the average of the high and low prices of the issuer's common stock as reported on the NASDAQ Global Market on January 31, 2007.

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The amount of the filing fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$107.00 for each \$1,000,000 of the value of the transaction.

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- x 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 filing.

Amount Previously Paid: \$159.75  
Form or Registration No.: SC TO-I  
Filing Party: LogicVision, Inc.  
Date Filed: February 7, 2007

- o 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:

- o third-party tender offer subject to Rule 14d-1.  
x issuer tender offer subject to Rule 13e-4.  
o going-private transaction subject to Rule 13e-3.  
o 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

EXPLANATORY NOTE

This Amendment No. 1 to the Tender Offer Statement on Schedule TO filed by LogicVision, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on February 7, 2007 (the "Schedule TO"), is the final amendment and reports the results of the offer by the Company to exchange outstanding options to purchase shares of its common stock, par value \$0.0001 per share, on the terms and subject to the conditions described in the Exchange Offer, dated February 7, 2007, and related attachments thereto (the "Exchange Offer").

ITEM 4. Terms of the Transaction.

The Exchange Offer expired at 5:00 p.m., U.S. Eastern Time, on March 8, 2007. Employees of the Company eligible to participate in the Exchange Offer tendered, and the Company accepted for cancellation, eligible options to purchase an aggregate of 2,432,411 shares of Common Stock, representing 99.6% of the total shares of Common Stock underlying options eligible for exchange in the Exchange Offer. The Company will issue or has already issued replacement options to purchase an aggregate of 2,199,211 shares of Common Stock in exchange for the cancellation of the tendered eligible options. The exercise price per share of each replacement option granted in the Exchange Offer is \$1.00, which is the closing price of the Common Stock as reported by the NASDAQ Global Market on the grant date of the replacement options.

We have already or will promptly send each employee whose eligible options have been tendered and accepted for cancellation a Rights Letter, substantially in the form of Exhibit (a)(1)(H) to the Schedule TO.

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**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.

LogicVision, Inc.

By: /s/ James T. Healy

Name: James T. Healy

Title: President and Chief Executive Officer

Date: March 9, 2007

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