

STARBUCKS CORP  
Form SC TO-C  
January 22, 2009

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**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  
STARBUCKS CORPORATION  
(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Options to Purchase Common Stock,  
Par Value \$0.001 per share  
(Title of Classes of Securities)**

**855244109  
(CUSIP Number of Class of Securities  
(Underlying Common Stock))**

**Paula E. Boggs  
executive vice president, general counsel and secretary  
Starbucks Corporation  
2401 Utah Avenue South  
Seattle, Washington 98134  
(206) 318-5230**

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

**Copies To:  
Sue Morgan  
Perkins Coie LLP  
1201 Third Ave, Suite 4800  
Seattle, Washington 98101-3099  
(206) 359-8000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

**Amount of Filing Fee\***

**Not Applicable\***

**Not applicable\***

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required for pre-commencement communications.

o 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

Filing Party: N/A

Form of Registration No.: N/A

Date Filed: N/A

þ Check the box if the filing relates solely to preliminary communications made before the commencement of the 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

þ issuer tender offer subject to Rule 13e-4

o going private transaction subject to Rule 13e-3

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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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Item 12. Exhibits

EX-99.2

EX-99.3

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Attached are (i) the Notice of Annual Meeting of Shareholders and Definitive Proxy Statement for the Annual Meeting of Shareholders of Starbucks Corporation (the Company) to be held on March 18, 2009 (the Proxy Statement), which contains a proposal submitted to the Company's shareholders to approve amendments to the Company's existing equity plans to permit a one-time voluntary stock option exchange program (the Option Exchange Program); (ii) a communication sent by the Company's chairman, president and chief executive officer to the Company's partners (employees) on January 22, 2009 regarding the submission of the proposal for approval by the Company's shareholders to amend the Company's existing equity plans to permit the Option Exchange Program (the Partner Communication); and (iii) frequently asked questions, sent to the Company's partners on January 22, 2009 regarding the proposed Option Exchange Program (Partner FAQs). The Proxy Statement, Partner Communication and Partner FAQs do not constitute an offer to holders of the Company's outstanding stock options to exchange those options. The Option Exchange Program will only be commenced, if at all, if shareholders approve the amendments to the Company's existing equity plans to permit the Option Exchange Program.

**The Option Exchange Program described in the Proxy Statement, Partner Communication and Partner FAQs has not commenced and will not commence unless the requisite shareholder approval is obtained at the Company's 2009 Annual Meeting of Shareholders. Even if the requisite shareholder approval is obtained, the Company may still decide later not to implement the Option Exchange Program. The Company will file a Tender Offer Statement on Schedule TO with the SEC upon the commencement of the Option Exchange Program. Persons who may be eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO, including the offer to exchange and other related materials, when those materials become available because they will contain important information about the Option Exchange Program. Starbucks shareholders and option holders will be able to obtain these written materials and other documents filed by Starbucks with the SEC free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov).**

**Item 12. Exhibits.**

**Exhibit No. Document**

- 99.1 Notice of Annual Meeting of Shareholders and Proxy Statement for the 2009 Annual Meeting of Shareholders (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 22, 2009)
- 99.2 Communication to Partners, dated January 22, 2009
- 99.3 Partner Frequently Asked Questions, dated January 22, 2009