

EXFO ELECTRO OPTICAL ENGINEERING INC  
Form SC TO-I/A  
December 17, 2008

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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  
(Amendment No. 3)\*

\_\_\_\_\_  
EXFO ELECTRO-OPTICAL ENGINEERING INC.  
(Name of Subject Company)  
EXFO ELECTRO-OPTICAL ENGINEERING INC. (Issuer)  
(Names of Filing Persons (identifying status as offeror, issuer or other person))

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

\_\_\_\_\_  
302043 10 4  
(CUSIP Number of Class of Securities)

\_\_\_\_\_  
Benoit Ringuette  
EXFO Electro-Optical Engineering 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:

Peter Villani  
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LLP  
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P.O. Box 242  
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(212) 373-3000

CALCULATION OF FILING FEE:

Transaction Valuation\*  
\$25,884,000

Amount of Filing Fee  
\$1,018

\*Estimated solely for the purpose of calculating the amount of the filing fee. This amount is based upon the offer to purchase for not more than Cdn\$30,000,000 a combined aggregate of up to 8,823,529 subordinate voting shares of EXFO Electro-Optical Engineering Inc. at a price of Cdn\$3.40 per share (which is the minimum purchase price under the tender offer) in cash and is calculated based on the inverse of the noon buying rate of Canadian dollars in the city of New York on November 5, 2008 as certified for customs purposes by the Federal Reserve Bank of New York (Cdn\$1 = US\$0.8628).

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:	\$1,018
Form or Registration No.:	Schedule TO (005-59259)
Filing Party:	EXFO Electro-Optical Engineering Inc.
Date Filed:	November 10, 2008

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 statements 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 box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 3 amends and supplements the Issuer Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on November 10, 2008, as amended and supplemented by Amendment No. 1 to Schedule TO filed on November 26, 2008 and Amendment No. 2 to Schedule TO filed on December 9, 2008 (collectively, as amended and supplemented, the "Schedule TO") by EXFO Electro-Optical Engineering Inc., a corporation existing under the laws of Canada ("EXFO") in connection with its offer to purchase up to an aggregate amount of Cdn\$30,000,000 of its subordinate voting shares at a price of not less than Cdn\$3.40 and not more than Cdn\$3.90 per subordinate voting share, in cash (subject to applicable withholding taxes, if any) without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 10, 2008, as amended (the "Offer to Purchase"), the accompanying Issuer Bid Circular (the "Circular"), and the related Letter of Transmittal and Notice of Guaranteed Delivery (together with the Offer to Purchase and the Circular, which, collectively, as amended or supplemented from time to time, constitute the "Tender Offer"). This Amendment No. 3 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended.

The information contained in the Offer to Purchase and the Circular is incorporated in this Amendment No. 3 by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11.

Item 11 of the Schedule TO, which incorporates by reference the information contained in the Offer to Purchase and Circular, a copy of which was filed with the Schedule TO as Exhibit (a)(1)(i), is hereby amended and supplemented to add the following paragraph at the end thereof:

"On December 17, 2008, EXFO issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m., Eastern time, on Tuesday, December 16, 2008. A copy of this press release is filed as exhibit (a)(5)(ii) to Schedule TO and is incorporated herein by reference."

Item 12.

Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Exhibit Number	Description
(a)(5)(ii)	Press Release issued by EXFO Electro-Optical Engineering Inc. on December 17, 2008.

SIGNATURES

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.

EXFO ELECTRO-OPTICAL ENGINEERING INC.

By: /s/Germain Lamonde  
Name: Germain Lamonde  
Title: President and Chief Executive Officer

Dated: December 17, 2008

INDEX TO EXHIBITS

Exhibit Number	Description
(a)(1)(i)*	Offer to Purchase, dated November 10, 2008, and the accompanying Issuer Bid Circular.
(a)(1)(ii)*	Letter of Transmittal.
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)	Press Release issued by EXFO Electro-Optical Engineering Inc. on December 9, 2008. **
(a)(5)(ii)†	Press Release issued by EXFO Electro-Optical Engineering Inc. on December 17, 2008.
(b)	None.
(d)(i)	Long Term Incentive Plan, dated May 25, 2000, as amended in October 2004 (effective January 12, 2005) (incorporated by reference to Exhibit 4.35 of EXFO's Annual Report on Form 20-F for the fiscal year ended August 31, 2005 (File No. 000-30895)).
(d)(ii)	Deferred Share Unit Plan, effective January 12, 2005 (incorporated by reference to Exhibit 4.36 of EXFO's Annual Report on Form 20-F for the fiscal year ended August 31, 2005 (File No. 000-30895)).
(g)	None.
(h)	None.
*	Previously filed with the Schedule TO on November 10, 2008.
**	Previously filed with the Schedule TO on December 9, 2008.
†	Filed herewith.