

ALCATEL-LUCENT USA INC.  
Form SC TO-I/A  
June 13, 2013

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

**SCHEDULE TO/A**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 3)**

**ALCATEL-LUCENT USA INC.**  
**ALCATEL LUCENT**

(Name of Subject Companies)

Alcatel-Lucent USA Inc., as Issuer, and Alcatel Lucent, as Parent Guarantor

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

**2.875% Series B Convertible Senior Debentures due 2025**

(Title of Class of Securities)

**549463AH0**

(CUSIP Number of Class of Securities)

Alcatel-Lucent USA Inc.

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**Attn: Barbara Larsen**

**600 Mountain Avenue**

**Murray Hill, NJ 07974**

(Name and address of agent for service)

**(908) 582-8500**

(Telephone number, including area code, of agent for service)

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

**Copies to:**

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**CALCULATION OF FILING FEE**

**Transaction Valuation\*:**  
\$765,000,000

**Amount of Filing Fee\*\*:**  
\$104,346

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 2.875% Series B Convertible Senior Debentures due 2025, as described herein, is \$1,000 per \$1,000 principal amount outstanding. As of May 13, 2013, \$765 million nominal aggregate principal amount of such Debentures was outstanding, resulting in an aggregate maximum purchase price of \$765 million.

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\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$136.40 for each \$1,000,000 of the value of the transaction.

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 its filing.

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Amount Previously Paid: \$104,346

Filing Persons: Alcatel Lucent

Form or Registration No.: Schedule TO-I (File No. 005-51225)

Date Filed: May 14, 2013

Check the appropriate boxes to designate any transactions to which the statement relates:

- .. third-party tender offer subject to Rule 14d-1.
- x 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: ..

### INTRODUCTORY STATEMENT

This Amendment No. 3 (this **Amendment**) amends and supplements the Tender Offer Statement on Schedule TO initially filed with the Securities and Exchange Commission by Alcatel-Lucent USA Inc. (formerly known as Lucent Technologies Inc.), a Delaware corporation (the **Company**) and a wholly owned subsidiary of Alcatel Lucent, a société anonyme organized under the laws of the Republic of France (the **Parent Guarantor**), and the Parent Guarantor on May 14, 2013 (as amended by that Amendment No. 1 filed on May 23, 2013 and Amendment No. 2 filed on June 3, 2013, the **Schedule TO**).

Pursuant to the Indenture, dated as of June 4, 2003, between the Company and BNY Mellon (formerly known as The Bank of New York), as trustee, as amended and supplemented by each of the First Supplemental Indenture, dated as of June 4, 2003, the Second Supplemental Indenture, dated as of November 3, 2006 and the Third Supplemental Indenture, dated as of December 29, 2006 (as amended and supplemented, the **Indenture**), and the Company's 2.875% Series B Convertible Senior Debentures due 2025 (the **Debentures**), which are fully and unconditionally guaranteed by the Parent Guarantor, the Company is filing the Schedule TO with respect to the right of each holder (each **Holder**) of the Debentures to sell and the obligation of the Company to purchase the Debentures, as set forth in the Notice of Offer to Purchase to Holders of 2.875% Series B Convertible Senior Debentures due 2025, dated May 14, 2013 (as amended and restated hereby and as further amended or supplemented from time to time hereafter, the **Company Purchase Notice**).

The information set forth in the Schedule TO, including the Company Purchase Notice, is incorporated in this Amendment No. 3 by reference, except that such information is hereby amended and supplemented to the extent specifically provided herein. All capitalized terms used but not defined in this Amendment No. 3 have the meanings ascribed to them in the Company Purchase Notice or the Indenture, as applicable.

The Schedule TO is intended to satisfy the filing and disclosure requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

#### **Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following information:

On June 13, 2013, the Company and the Parent Guarantor issued a press release announcing the preliminary results of the Company's offer to purchase the Debentures, which expired at 11:59 p.m., New York City time, on June 12, 2013. A copy of such press release is filed as Exhibit (a)(1)(C) to the Schedule TO and incorporated herein by reference.

#### **Item 12. Exhibits.**

The Exhibit Index appearing after the signature page to this Schedule TO is incorporated herein by reference.

**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.

ALCATEL-LUCENT USA INC.

By: /s/ Barbara K. Larsen  
Name: Barbara K. Larsen  
Title: Vice President

ALCATEL LUCENT

By: /s/ Paul Tufano  
Name: Paul Tufano  
Title: Chief Operating Officer and Chief Financial  
Officer

Dated: June 13, 2013

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)*	Notice of Offer to Purchase to Holders of 2.875% Series B Convertible Senior Debentures due 2025, dated May 14, 2013.
(a)(1)(B)*	Press release, dated May 14, 2013, issued by the Company and the Parent Guarantor.
(a)(1)(C)**	Press release, dated June 13, 2013, issued by the Company and the Parent Guarantor.
(b)	Credit and Guaranty Agreement, dated January 30, 2013, by and among the Company, as borrower, the Parent Guarantor, as parent and a guarantor, Alcatel-Lucent Holdings Inc., as holdings and a guarantor, Credit Suisse AG, as administration agent and collateral agent, Goldman Sachs Bank USA, as syndication agent, and the subsidiary guarantors and lenders from time to time party thereto (incorporated by reference to Exhibit 4.2 to the Parent Guarantor's Annual Report on Form 20-F filed on March 12, 2013 (File No. 001-11130)).
(d)(1)	Indenture, dated June 4, 2003, by and between Lucent Technologies Inc. and the Bank of New York (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K dated June 4, 2003, as filed by Lucent Technologies Inc. on June 25, 2003 (File No. 001-11639)).
(d)(2)	First Supplemental Indenture, dated June 4, 2003, by and between Lucent Technologies Inc. and the Bank of New York (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K dated June 4, 2003, as filed by Lucent Technologies Inc. on June 25, 2003 (File No. 001-11639)).
(d)(3)	Second Supplemental Indenture, dated November 30, 2006, by and between Lucent Technologies Inc. and the Bank of New York (incorporated herein by reference to Exhibit 4.1.3 to our Post-Effective Amendment No. 2 to the Parent Guarantor's Registration Statement on Form F-3, as filed on December 16, 2006 (File No. 333-138670)).
(d)(4)	Revised Form of Third Supplemental Indenture by and between Lucent Technologies Inc. and the Bank of New York (incorporated herein by reference to Exhibit 4.1.4 to our Post-Effective Amendment No. 2 to the Parent Guarantor's Registration Statement on Form F-3, as filed on December 16, 2006 (File No. 333-138670)).
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed.

\*\* Filed herewith.