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MYPOINTS COM INC
Form SC TO-T/A
July 02, 2001

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. 2)

MYPOINTS.COM, INC.
(Name of Subject Company (Issuer))

UNV ACQUISITION CORP.

A WHOLLY OWNED SUBSIDIARY OF
UNITED NEWVENTURES, INC.

(Name of Filing Persons (Offeror))

Common Stock, Par Value \$.001 Per Share
Rights to Purchase Series A Participating Preferred Stock
(Title of Class of Securities)

62855T102
(CUSIP Number of Class of Securities)

Francesca M. Maher
Senior Vice President, General
Counsel and Secretary
UAL Corporation
1200 E. Algonquin Rd.
Elk Grove Township, IL 60007
(847) 700-4000
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Person(s))

Copy to:

Elizabeth A. Raymond
Marc F. Sperber
Mayer, Brown & Platt
190 South LaSalle Street
Chicago, Illinois 60603-3441
(312) 782-0600

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee

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\$105,968,405

\$21,194
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* Estimated for purposes of calculating the amount of the filing fee only.

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This calculation assumes (a) the purchase of all of the issued and outstanding shares of common stock, par value \$.001 per share of MyPoints.com, Inc., a Delaware corporation (the "Company"), together with the associated preferred stock purchase rights issued pursuant to the Preferred Stock Rights Agreement, dated as of December 13, 2000, between the Company and Wells Fargo Shareholder Services, as rights agent (the "Shares"), at a price per Share of \$2.60 in cash. As of June 1, 2001, based on the Company's representation of its capitalization as of such date, there were 40,757,079 Shares outstanding. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, equals 1/50th of one percent of the value of the Shares proposed to be acquired.

[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.

Amount Previously Paid: \$21,194.00 Filing Party: United NewVentures, Inc.
and UNV Acquisition Corp.

Form or Registration No.: Schedule TO Date Filed: June 13, 2001

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

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

<input checked="" type="checkbox"/>	third party tender offer subject to Rule 14d-1	<input type="checkbox"/>	going-private transaction subject to Rule 13e-3
<input type="checkbox"/>	issuer tender offer subject to Rule 13e-4	<input type="checkbox"/>	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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Amendment No. 2 to Schedule TO

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed initially with the Securities and Exchange Commission on June 13, 2001 by United NewVentures, Inc., a Delaware corporation ("Parent") and UNV Acquisition Corp., a Delaware corporation ("Sub") and a wholly owned subsidiary of Parent relating to the tender offer (the "Offer") by Sub to purchase all of the Shares of the Company, at a price per

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Share of \$2.60 (the "Offer Price"), net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 13, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the "Offer"), copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO. Terms not otherwise defined shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Item 3 Identity and Background of Filing Person

The disclosure under the heading "Certain Information Concerning UAL, Parent and Sub" on page 11 of the Offer to Purchase is hereby amended by inserting after the second paragraph under such heading the following new paragraph:

"UAL is a Delaware corporation with its principal executive offices located at 1200 E. Algonquin Rd., Elk Grove Township, IL 60007. The telephone number of UAL is (847) 700-4000. UAL is a holding company and its principal subsidiary is United. United is a major commercial air transportation company, engaged in the transportation of persons, property and mail throughout the U.S. and abroad."

The disclosure under the heading "Certain Information Concerning UAL, Parent and Sub" on page 11 of the Offer to Purchase is hereby amended by deleting the last paragraph under such heading and inserting in its place the following new paragraph:

"Neither UAL, Parent or Sub, nor any of the persons listed in Schedule I to this Offer to Purchase has, during the past five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Neither UAL, Parent or Sub, nor any of the persons listed in Schedule I has, during the past five years, been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to federal or state securities laws, or a finding of any violation of federal or state securities laws."

Item 4 Terms of the Transaction

The disclosure under the heading "Terms of the Offer - Extension of the Offer" on page 3 of the Offer to Purchase is hereby amended by inserting after the last sentence of the third paragraph under such heading the following new sentence:

"If Sub elects to provide for a "subsequent offering period" under Rule 14d-11, upon the initial expiration of the Offer Sub will issue a press release no later than 9:00 a.m. Eastern time on the day after the initial expiration of the Offer announcing the results of the Offer, including the approximate number and percentage of securities deposited to date, as well as Sub's intention to immediately begin a "subsequent offering period" of not less than three and no more than 20 business days."

The disclosure under the heading "Acceptance of Payment and Payment for Shares" on page 4 of the Offer to Purchase is hereby amended by deleting the first sentence of the first paragraph under such heading and inserting in its place

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the following new sentence:

"Upon the terms and subject to the conditions of the Offer (including, if the Offer is extended or amended, the terms and conditions of any such extension or amendment), Sub will accept for payment, purchase and pay for all Shares which have been validly tendered and not properly withdrawn pursuant to the Offer promptly following expiration of the Offer when all conditions to the Offer described in Section 15 of this Offer to Purchase entitled "Certain Conditions of the Offer" have been satisfied or waived (other than the receipt of necessary governmental approvals) by Sub prior to the expiration of the Offer."

The disclosure under the heading "Certain Conditions of the Offer" on page 22 of the Offer to Purchase is hereby amended by deleting the last sentence of the first paragraph under such heading and inserting in its place the following new sentence:

"Furthermore, notwithstanding any other term of the Offer or the Merger Agreement, Sub shall not be required to accept for payment or, subject as aforesaid, to pay for any Shares not theretofore accepted for payment, and may terminate or amend the Offer, with the consent of the Company or if, at any time on or after the date of the Merger Agreement and before the expiration of the Offer, any of the following conditions exists:"

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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.

UNV ACQUISITION CORP.

By: /s/ Richard J. Poulton

Name: Richard J. Poulton

Title: Chief Financial Officer

UNITED NEWVENTURES, INC.

By: /s/ Richard J. Poulton

Name: Richard J. Poulton

Title: Chief Financial Officer

Dated: July 2, 2001

