

PEROT SYSTEMS CORP
Form SC TO-C
September 24, 2009

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

Perot Systems Corporation

(Name of Subject Company (Issuer))

DII Holdings Inc.

(Offeror)

an indirect, wholly-owned subsidiary of

Dell Inc.

(Parent of Offeror)

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

Class A Common Stock, \$0.01 par value per share

(Title of Class of Securities)

714265105

(CUSIP Number of Class of Securities)

Lawrence P. Tu

Senior Vice President and General Counsel

One Dell Way

Round Rock, Texas 78682

Phone (512) 338-4400

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

Copies to:

Robert L. Kimball

Vinson & Elkins L.L.P.

2001 Ross Avenue, Suite 3700

Dallas, Texas 75201

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CALCULATION OF FILING FEE

Transaction Valuation*

Not applicable*

Amount of Filing Fee*

Not applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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: None

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

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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:

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

SCHEDULE TO

This filing on Schedule TO relates to a planned tender offer by DII Holdings Inc. (the Purchaser), a Delaware corporation and an indirect, wholly-owned subsidiary of Dell Inc., a Delaware corporation (Dell), to purchase all outstanding shares of Class A Common Stock, par value \$0.01 per share, of Perot Systems Corporation, a Delaware corporation (Perot Systems), to be commenced pursuant to an Agreement and Plan of Merger, dated as of September 20, 2009, by and among Dell, the Purchaser and Perot Systems.

The tender offer described in this document has not yet commenced, and this document is neither an offer to purchase nor a solicitation of an offer to sell securities of Perot Systems. At the time the tender offer is commenced, Dell and the Purchaser will file a tender offer statement with the U.S. Securities and Exchange Commission (the SEC), and will mail an offer to purchase, letter of transmittal and related tender offer documents to Perot Systems stockholders. The tender offer statement (including the offer to purchase, letter of transmittal and related tender offer documents) and the related solicitation/recommendation statement that will be filed by Perot Systems with the SEC will contain important information, including the various terms of, and conditions to, the tender offer that should be read carefully before making any decision to tender securities in the planned tender offer. Those materials will be made available to Perot Systems stockholders at no expense to them. In addition, these documents will be available at no charge on the SEC's web site at www.sec.gov.

Item 12. Exhibits.

| Exhibit | Exhibit Name |
|----------------|---|
| 99.1 | Transcript of call with Dell, Perot and media representatives on September 21, 2009. |
| 99.2 | Talking points used by Dell's Chief Information Officer at various all-hands meetings. |
| 99.3 | Talking points used by Perot Systems representatives at various all-hand meeting at Dell. |