

CLICK COMMERCE INC

Form SC TO-T/A

October 26, 2006

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934
(Amendment No. 4)
and
SCHEDULE 13D
(Rule 13d-101)
(Amendment No. 1)**

CLICK COMMERCE, INC.
(Name of Subject Company (Issuer))
ITW LEAP CORP.
a wholly owned subsidiary of
ILLINOIS TOOL WORKS INC.
(Names of Filing Persons (Offerors))
COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

18681D 20 8
(CUSIP Number of Class of Securities)

James H. Wooten, Jr.
Vice President, General Counsel and Secretary
Illinois Tool Works Inc.
3600 W. Lake Avenue
Glenview, Illinois 60026
Telephone: (847) 724-7500

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

With a copy to:

James T. Lidbury
Mayer, Brown, Rowe & Maw LLP
71 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 782-0600

CALCULATION OF FILING FEE

Transaction Valuation*
\$300,151,306

Amount of Filing Fee**
\$32,116

* Estimated for purposes of calculating the amount of the filing fee only, in accordance

with
Rule 0-11(d)
under the
Securities
Exchange Act
of 1934, as
amended (the
Exchange Act).

The calculation
assumes the
purchase of
(i) 12,235,036
outstanding
shares of
common stock
of Click
Commerce, Inc.,
a Delaware
corporation (the
Company) and
(ii) 958,428
shares of
common stock
of the Company
subject to
outstanding
options, each at
an offer price of
\$22.75 per
share.

** The amount of
the filing fee,
calculated in
accordance with
Rule 0-11 of the
Exchange Act,
is equal to \$107
per \$1,000,000
of the value of
the transaction.

b 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: \$32,116 Filing Party: Illinois Tool Works Inc. and ITW Leap Corp.
Form or Registration No.: Schedule TO Date Filed: September 18, 2006

o 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.

Table of Contents

CUSIP No. 18681D 20 8

NAMES OF REPORTING PERSONS:

Illinois Tool Works Inc.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

I.R.S. Identification No. 36-1258310

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF -0-

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY 8

18,957,155 shares (1)

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
-0-

WITH **10** SHARED DISPOSITIVE POWER:
18,957,155 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
18,957,155 shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
96.1%(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
CO

(1) Calculated pursuant to Rule 13d-3(d)(1) of the Act. The shares of common stock of the Company are owned by ITW Leap Corp., a wholly owned subsidiary of Illinois Tool Works Inc.

(2) The calculation of this percentage is based on the 19,723,601 shares of

common stock of
the Company
outstanding as of
October 26,
2006.

Table of Contents

CUSIP No. 18681D 20 8

NAMES OF REPORTING PERSONS:

1

ITW Leap Corp.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF -0-

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8**

18,957,155 shares (1)

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
-0-

WITH **10** SHARED DISPOSITIVE POWER:
18,957,155 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
18,957,155 shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
96.1%(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
CO

(1) Calculated pursuant to Rule 13d-3(d)(1) of the Act.

(2) The calculation of this percentage is based on the 19,723,601 shares of common stock of the Company outstanding as of October 26, 2006.

TABLE OF CONTENTS

Items 1, 4, 8 and 11 of the Schedule TO and Item 5 of the Schedule 13D

Item 12 of the Schedule Exhibits

SIGNATURES

EXHIBIT INDEX

Joint Press Release

Table of Contents

Amendment No. 4 to Schedule TO and Amendment No. 1 to Schedule 13D

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO filed initially with the Securities and Exchange Commission (the Commission) on September 18, 2006, as amended (the Schedule TO), by Illinois Tool Works Inc., a Delaware corporation (ITW) and ITW Leap Corp., a Delaware corporation (the Sub) and a wholly owned subsidiary of ITW, and the Schedule 13D filed with the Commission by ITW on September 7, 2006 (the Schedule 13D). The Schedule TO relates to the tender offer by Sub to purchase all of the outstanding shares of common stock, par value \$.001 per share (the Company Common Stock), of Click Commerce, Inc. (the Company), a Delaware corporation, at a price per share of Company Common Stock equal to \$22.75 (the Offer Price), net to the seller in cash, without interest.

The terms and conditions of the offer are described in the Offer to Purchase dated September 18, 2006 (the Offer to Purchase), a copy of which was filed as Exhibit (a)(1)(i) to the Schedule TO, and the related Letter of Transmittal for tender of shares of Company Common Stock and instructions thereto, a copy of which was filed as Exhibit (a)(1)(ii) to the Schedule TO (which, as they may be amended or supplemented from time to time, together constitute the Offer). Terms used but not otherwise defined herein shall have the meanings assigned to them in the Offer to Purchase.

Items 1, 4, 8 and 11 of the Schedule TO and Item 5 of the Schedule 13D.

Items 1, 4, 8, and 11 of the Schedule TO and Item 5 of the Schedule 13D are hereby amended and supplemented to include the following:

The Offer expired at 12:00 midnight, New York City time, on Wednesday, October 25, 2006. Based upon information provided by the Depository to ITW, as of October 25, 2006, 11,468,236 shares of Company Common Stock (including 1,205,914 shares of Company Common Stock tendered subject to guaranteed delivery procedures), representing approximately 93.7% of the outstanding shares of Company Common Stock, have been validly tendered and not withdrawn pursuant to the Offer. Sub has accepted for prompt payment all shares of Company Common Stock validly tendered and not withdrawn pursuant to the Offer. Excluding shares tendered pursuant to guaranteed delivery procedures, a total of 10,262,322 shares were tendered, representing approximately 83.9% of all outstanding shares. On October 26, 2006, in connection with the exercise of the top-up option granted in the merger agreement between ITW and the Company, Sub purchased directly from the Company a number of additional shares of Company Common Stock at a price of \$22.75 per share that, together with the shares validly tendered and accepted (excluding shares tendered pursuant to procedures for guaranteed delivery), represents approximately 90.0% of all outstanding shares. On October 26, 2006, ITW issued a press release announcing the expiration of the Offer, the acceptance of all validly tendered shares of Company Common Stock and the exercise of the top-up option, a copy of which is attached hereto as Exhibit (a)(5)(v) and is incorporated by reference herein.

Item 12 of the Schedule TO. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following:

- (a)(5)(v) Joint Press Release issued by ITW and the Company, dated October 26, 2006.

Table of Contents

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.

ILLINOIS TOOL WORKS INC.

By: /s/ James H. Wooten, Jr.

Name: James H. Wooten, Jr.

Title: Vice President, General Counsel and
Corporate
Secretary

ITW LEAP CORP.

By: /s/ James H. Wooten, Jr.

Name: James H. Wooten, Jr.

Title: Vice President and Secretary

Dated: October 26, 2006

Table of Contents

EXHIBIT INDEX

Exhibit No.

Exhibit Name

(a)(5)(v) Joint Press Release issued by ITW and the Company, dated October 26, 2006.