

IOMEGA CORP
Form SC 14D9/A
June 03, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
(Rule 14d-101)

Solicitation/Recommendation Statement Under
Section 14(d)(4) of the Securities Exchange Act of 1934
(Amendment No. 3)

IOMEGA CORPORATION
(Name of Subject Company)

IOMEGA CORPORATION
(Name of Person(s) Filing Statement)

Common Stock, \$0.03-1/3 par value per share
(including associated preferred stock purchase rights)
(Title or Class of Securities)

462030305
(CUSIP Number of Class of Securities)

Jonathan Huberman
Chief Executive Officer
Iomega Corporation
10955 Vista Sorrento Parkway
San Diego, California 92130
(858) 314-7000

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

With Copies to:

Deyan Spiridonov, Esq.
Paul, Hastings, Janofsky & Walker LLP
3579 Valley Centre Drive

San Diego, California 92130
(858) 720-2590

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

This Amendment No. 3 amends and supplements Items 8 and 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the "SEC") on April 24, 2008 (the "Initial Schedule 14D-9"), as amended and supplemented by Amendment No. 1 thereto filed with the SEC on May 12, 2008 ("Amendment No. 1"), and Amendment No. 2 thereto filed with the SEC on May 20, 2008 ("Amendment No. 2" and, collectively with the Initial Schedule 14D-9 and Amendment No.1, the "Schedule 14D-9"), by Iomega Corporation, a Delaware corporation ("Iomega" or the "Company"), relating to the tender offer (the "Offer") made by Emerge Merger Corporation, a Delaware corporation ("Purchaser"), and a wholly owned subsidiary of EMC Corporation, a Massachusetts corporation ("EMC"), to acquire all of the issued and outstanding shares of common stock of the Company, par value \$0.03-1/3 per share (the "Shares"), including the rights associated with the Shares pursuant to the rights agreement dated July 29, 1999, between Iomega and American Stock Transfer and Trust Company, as amended, at a price of \$3.85 per Share in cash, without any interest thereon, and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 24, 2008 (together with any amendments or supplements thereto, the "Offer to Purchase"), and the related Letter of Transmittal (together with any amendments or supplements thereto, the "Letter of Transmittal").

The Offer is being made on the terms and subject to the conditions set forth in the Agreement and Plan of Merger, dated as of April 8, 2008 (the "Merger Agreement"), by and among Purchaser, EMC and Iomega. The Merger Agreement provides, among other things, for the making of the Offer and, subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, the merger of Purchaser into the Company (the "Merger"), with the Company surviving as a wholly owned subsidiary of EMC. The consummation of the Offer is conditioned on, among other things, Purchaser's receiving through the Offer at least a majority of the outstanding Shares on a fully diluted basis (which means, as of any time, the number of Shares outstanding plus all Shares, if any, which the Company would be required to issue pursuant to any then-outstanding options to acquire Shares). The Offer is described in greater detail in the Tender Offer Statement on Schedule TO, dated April 24, 2008 and filed with the Securities and Exchange Commission on April 24, 2008, to which the Offer to Purchase and Letter of Transmittal are exhibits.

Except as otherwise indicated, the information set forth in the Schedule 14D-9 remains unchanged. All information in the Schedule 14D-9 is incorporated by reference in this Amendment No. 3, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 8. Additional Information.

Item 8(e) "Regulatory Approvals" of the Schedule 14D-9 is hereby amended and supplemented as follows:

- By adding the following paragraphs immediately after the penultimate paragraph and immediately before the final paragraph under the subsection captioned "Foreign Antitrust Approvals":

On June 2, 2008, the European Commission approved the proposed acquisition of the Company pursuant to the Offer and the Merger under the European Community Merger Regulation. Accordingly, the condition to the Offer relating to the notification to and approval by the European Commission that it will not oppose the Offer and the Merger pursuant to the European Community Merger Regulation has been satisfied.

Purchaser and EMC have received all required approvals from, and all other required actions have been taken by, governmental or administrative agencies in connection with the Offer and the Merger. There is no further regulatory approval that is a condition to the Offer.

The press release issued by EMC announcing the approval of the European Commission is attached hereto as Exhibit (a)(5)(B).

Item 9. Exhibits

Item 9 is hereby amended and supplemented as follows:

Exhibit No.	Description
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<u>(a)(5)(B)</u>	Text of press release issued by EMC, dated June 2, 2008, announcing the approval of the European Commission.
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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.

Dated: June 3, 2008

Iomega Corporation

By: /s/ Jonathan Huberman

Name: Jonathan Huberman

Title: Chief Executive Officer and Vice Chairman