

AVOCENT CORP
Form SC TO-T/A
December 11, 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

(Amendment No. 7)

AVOCENT CORPORATION
(Name of Subject Company)

GLOBE ACQUISITION CORPORATION
EMERSON ELECTRIC CO.
(Names of Filing Persons – Offeror)

Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

—————
053893103
(Cusip Number of Class of Securities)

Frank L. Steeves
Senior Vice President, Secretary and General Counsel
Emerson Electric Co.
8000 West Florissant Avenue
St. Louis, Missouri 63136
Telephone: (314) 553-2000
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

Copies to:
Phillip R. Mills, Esq.
Marc O. Williams, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
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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.

This Amendment No. 7 (“Amendment No. 7”) amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”) originally filed on October 15, 2009, as previously amended, by Emerson Electric Co., a Missouri corporation (“Emerson”), and Globe Acquisition Corporation, a Delaware corporation (“Purchaser”) and a wholly owned subsidiary of Emerson, relating to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.001 per share (“Shares”), of Avocent Corporation, a Delaware corporation (“Avocent”), for \$25.00 per Share in cash, without interest, less certain applicable taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 15, 2009 (the “Offer to Purchase”) and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the “Offer”).

All capitalized terms used in this Amendment No. 7 without definition have the meanings ascribed to them in the Schedule TO.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Item 11. Additional Information

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

“On December 10, 2009, the Hungarian Competition Office approved the transactions contemplated by the Merger Agreement under the Hungarian Competition Act (Act LVII of 1996 on the prohibition of unfair and restrictive commercial practices). Accordingly, the condition to the Offer relating to the receipt of approval under the Hungarian Competition Act has been satisfied.

On December 11, 2009, Purchaser completed the Offer by accepting for payment all Shares validly tendered and not withdrawn prior to the expiration of the Offer at 5:00 p.m., New York City time, on December 10, 2009. At the expiration of the Offer, a total of approximately 43.2 million Shares were validly tendered and not withdrawn, representing approximately 97% of the outstanding Shares, including approximately 2.5 million Shares tendered pursuant to a notice of guaranteed delivery. On December 11, 2009, Emerson issued a press release, which is filed as Exhibit (a)(15) hereto and incorporated herein by reference, announcing the results of the Offer.

In accordance with the terms of the Merger Agreement, Emerson intends to complete its acquisition of Avocent pursuant to a short-form merger as soon as practicable. Upon completion of the Merger, Avocent will be a wholly owned subsidiary of Emerson and all Shares then outstanding (other than (i) the Shares owned by Emerson, Avocent and Emerson's subsidiaries and (ii) the Shares owned by Avocent stockholders who have properly demanded appraisal under the Delaware General Corporation Law) will be converted into the right to receive the Offer Price.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

“(a)(15) Press release issued by Emerson dated December 11, 2009.”

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 11, 2009

GLOBE ACQUISITION CORPORATION

By: /s/ Alan D. Mielcuszny
Name: Alan D. Mielcuszny
Title: Vice President

EMERSON ELECTRIC CO.

By: /s/ Victor A. Lazzaretti
Name: Victor A. Lazzaretti
Title: Vice President, Deputy General
Counsel & Assistant Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| (a)(15) | Press release issued by Emerson dated December 11, 2009. |
