

CENTURY BUSINESS SERVICES INC  
Form SC TO-I/A  
July 10, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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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. 2

Century Business Services, Inc.  
-----  
(Name of Subject Company (Issuer))

Century Business Services, Inc.  
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(Name of Filing Person (Offeror))

Common Stock, Par Value \$0.01 Per Share  
-----  
(Title of Class Securities)

156490104

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(CUSIP Number of Class of Securities)

Michael W. Gleespen  
Corporate Secretary and General Counsel  
Century Business Services, Inc.  
6480 Rockside Woods Blvd., South  
Suite 330  
Cleveland, Ohio 44134  
(216) 447-9000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

Paul A. Belvin, Esq.  
Akin Gump Strauss Hauer & Feld LLP  
1333 New Hampshire Avenue, N.W.  
Washington, D.C. 20036  
(202) 887-4000

CALCULATION OF FILING FEE

----- Transaction Valuation* -----	----- Amount of Filing Fee -----
\$46,200,000	\$3,738.58

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\* For purposes of calculating the filing fee only, this amount is based on the purchase of 14,000,000 outstanding shares of Common Stock at the tender offer

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price of \$3.30 per share.

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: \$3,738.58 Filing Party: : Century Business Services, Inc.

Form or Registration No.: Schedule TO Date Filed: : June 10, 2003

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. 2 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on June 10, 2003, as amended by Amendment No. 1 thereto filed with the Commission on June 26, 2003 (the "Schedule TO") by Century Business Services, Inc., a Delaware corporation (the "Company"), in connection with the offer by the Company to purchase up to 14,000,000 shares of its common stock, par value \$0.01 per share (the "Shares"), at a price not less than \$3.00 and not greater than 3.30 per Share, net to the seller in cash, without interest and subject to the terms and conditions set forth in the Offer to Purchase, dated June 10, 2003 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Letter of Transmittal"), which together, as each may be amended or supplemented from time to time, constitute the "Offer" and which are appended to and filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively. Capitalized terms used herein but not otherwise defined have the meaning ascribed to such terms in the Offer to Purchase.

ITEM 11. ADDITIONAL INFORMATION

Item 11 is hereby amended and supplemented by adding the following information:

On July 10, 2003, the Company issued a press release announcing the preliminary results of the tender offer, which expired on July 9, 2003. A copy of the press release is filed as Exhibit (a)(5)(vii) to the Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS

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Item 12 is hereby amended and supplemented to add thereto the following:

EXHIBIT NUMBER	DESCRIPTION
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(a) (5) (vii)	Press release dated July 10, 2003.

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.

CENTURY BUSINESS SERVICES, INC.

By: /s/ Michael W. Gleespen

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Name: Michael W. Gleespen  
Title: Corporate Secretary and General Counsel

Dated: July 10, 2003