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BRIGHTPOINT INC
Form SC TO-I/A
October 09, 2001

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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. 2)

Brightpoint, Inc.

(Name of subject company)

Options under Brightpoint, Inc. 1994 Stock Option Plan, 1996
Stock Option Plan and Non-Employee Directors Stock Option Plan to
Purchase Common Stock, Par Value \$.01 Per Share

(Title of class of securities)

Not Applicable*

(CUSIP number of class of securities)

Robert J. Laikin
Chairman and Chief Executive Officer
Brightpoint, Inc.
6402 Corporate Drive
Indianapolis, Indiana 46278
(317) 297-6100

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

Copy To:

Robert J. Mittman, Esq.
Ethan Seer, Esq.
Blank Rome Tenzer Greenblatt LLP
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 885-5000

CALCULATION OF FILING FEE

Transaction Valuation (1)	Amount of Filing Fee
\$770,612	\$154.12 (2)

- (1) Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 2,888,334 shares of common stock of Brightpoint, Inc. having an aggregate value of \$387,914 as of August 21, 2001, will be exchanged and cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The transaction valuation also includes cash consideration to be paid by Brightpoint, Inc., assuming all such options are exchanged and cancelled pursuant to this offer, of \$382,698. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act

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of 1934, as amended, equals 1/50th of one percent of the transaction valuation.

(2) Previously paid.

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[X] Check 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: \$154.12 Filing Party: Brightpoint, Inc.

Form or Registration No. 5-45355 Dated Filed: August 31, 2001

[] 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.
- [X] 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: []

*There is no trading market or CUSIP Number for the options. The CUSIP Number for the Common Stock underlying the options is 109473 10 8.

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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed by Brightpoint, Inc. (the "Company") with the Securities and Exchange Commission on August 31, 2001, as amended on September 25, 2001 (the "Schedule TO"), relating to an offer by the Company to its employees (which includes employees of majority-owned or wholly-owned subsidiaries of the Company) and members of the Board of Directors ("Directors") of the Company, to exchange all options to purchase shares of its common stock, par value \$.01 per share ("Common Stock") outstanding under the Company's 1994 Stock Option Plan (the "1994 Plan"), 1996 Stock Option Plan (the "1996 Plan") and Non-Employee Directors Stock Option Plan (the "Director Plan") having (i) a grant date prior to March 1, 2001, and (ii) an exercise price in excess of \$10.00 (the "Options"), for (a) a cash payment in the amount set forth in the Offer to Exchange (as defined below) (the "Cash Payment"), and for (b) new options that will be granted under either (y) the 1994 Plan for those tendering optionholders who are officers (i.e., Brightpoint, Inc.'s Chief Executive Officer; President and Chief Operating Officer; Executive Vice President, Chief Financial Officer and Treasurer; Executive Vice President, General Counsel and Secretary, collectively the "Officers") or Directors of the Company or (z) the 1996 Plan for those tendering optionholders who are neither Officers nor Directors of the Company (the "New Options") in the amounts, on the terms and subject to the conditions set forth in the Offer to Exchange, dated August 31, 2001 ("Offer to Exchange"), that was filed as Exhibit (a)(1) to the Schedule TO.

The amendment and supplement to the Offer to Exchange and related documents, as set forth in the Memorandum from Robert J. Laikin, Chairman of the

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Board and Chief Executive Officer of the Company, dated October 8, 2001, filed as Exhibit (a)(10) and incorporated herein by reference, is as follows:

To extend the Expiration Date of the offer and, therefore, the period during which eligible participants may elect to tender Options for exchange or withdraw previously tendered Options, to 5:00 p.m. Indianapolis Time on Monday October 15, 2001.

ITEM 12. EXHIBITS.

- (a) (1) Offer to Exchange, dated August 31, 2001.*
 - (2) Memorandum from Robert J. Laikin, Chairman of the Board and Chief Executive Officer of Brightpoint, Inc., to Brightpoint, Inc. employees and Directors dated August 31, 2001.*
 - (3) Form of Letter of Transmittal.*
 - (4) Form of Notice of Withdrawal from the Offer.*
 - (5) Form of Agreement to Grant Stock Options.*
 - (6) Form of Written Notice to Participating Optionholders.*
 - (7) Brightpoint, Inc. Annual Report on Form 10-K/A for the year ended December 31, 2000, filed with the SEC on March 30, 2001 (incorporated herein by reference).
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- (8) Brightpoint, Inc. Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, filed with the SEC on August 14, 2001 (incorporated herein by reference).
 - (9) Memorandum from Robert J. Laikin, Chairman of the Board and Chief Executive Officer of Brightpoint, Inc., to Brightpoint, Inc. employees and Directors dated September 25, 2001.*
 - (10) Memorandum from Robert J. Laikin, Chairman of the Board and Chief Executive Officer of Brightpoint, Inc., to Brightpoint, Inc. employees and Directors dated October 8, 2001.
- (b) Not applicable.
 - (d) (1) (A) Brightpoint, Inc. 1994 Stock Option Plan (incorporated herein by reference to Exhibit 10.1 filed with the Company's Registration Statement on form S-8 (File no. 333-87863), filed with the SEC on September 27, 1999).
 - (B) Brightpoint, Inc. 1996 Stock Option Plan.*
 - (C) Brightpoint, Inc. Non-Employee Directors Stock Option Plan (incorporated herein by reference to Exhibit 10.2 filed with the Company's Registration Statement on Form S-1, (File no 33-75148), filed with the SEC on February 10, 1994).
 - (2) (A) Form of Option Agreement for Officers pursuant to the Brightpoint, Inc. 1994 Stock Option Plan;*

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(B) Form of Option Agreement for Directors pursuant to the Brightpoint, Inc. 1994 Stock Option Plan;*

(C) Form of Option Agreement for employees pursuant to the Brightpoint, Inc. 1996 Stock Option Plan;*

(3) Form of Agreement between Brightpoint and certain Officers for valuation of August 2001 Options under existing employment agreements, as amended.*

(g) Not applicable.

(h) Not applicable.

* Previously filed.

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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 Amendment No. 2 to the Schedule TO is true, complete and correct.

BRIGHTPOINT, INC.

/s/ Robert J. Laikin

Robert J. Laikin
Chairman of the Board and Chief Executive Officer

Date: October 9, 2001

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INDEX TO EXHIBITS

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