

MOTOROLA INC
Form SC TO-C
May 05, 2009

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

**SCHEDULE TO
(Rule 13e-4)
*Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934***

**MOTOROLA, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Options to Purchase Common Stock, \$3 par value per share
(Title of Class of Securities)**

**620076109
(CUSIP Number of Class of Securities Underlying Common Stock)**

**Edward J. Fitzpatrick
Acting Chief Financial Officer, Senior Vice President and Corporate Controller
1303 East Algonquin Road
Schaumburg, Illinois 60196
(847) 576-5000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)**

Copies to:
**Craig A. Roeder
Christopher M. Bartoli
Baker & McKenzie LLP
One Prudential Plaza, Suite 3500
130 East Randolph Drive
Chicago, IL 60601
(312) 861-8000
CALCULATION OF FILING FEE**

Transaction Valuation*
Not applicable*

Amount of Filing Fee
Not applicable*

* Pursuant to
General
Instruction D to
Schedule TO, a
filing fee is not
required in
connection with

this filing as it contains only preliminary communications made before the commencement of a tender offer.

- o 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: Not applicable.

Form or Registration No.: Not applicable.

Filing party: Not applicable.

Date filed: Not applicable.

- þ 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:

- o third party tender offer subject to Rule 14d-1.
- þ issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o 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: o



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This filing contains only preliminary communications made before the commencement of an anticipated tender offer to allow eligible employees (excluding executive officers and directors) of Motorola, Inc. (the Company) that hold certain eligible stock options to exchange their stock options for replacement equity awards (the Option Exchange Program).

Attached as Exhibits 99.1, 99.2, 99.3, 99.4 and 99.5 respectively, are (i) an electronic card from Gregory Q. Brown, Co- Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Broadband Mobility Solutions, and Sanjay K Jha, Co-Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Mobile Devices, (together the Co-CEO s) sent to all the employees of the Company on May 4, 2009 announcing that the Company s stockholders voted to approve allowing the Company to offer a one time voluntary Option Exchange Program; (ii) a transcript of a video by the Co-CEO s (Co-CEO s Video) sent to all the employees of the Company on May 4, 2009 announcing that the Company s stockholders voted to approve allowing the Company to offer a one time voluntary Option Exchange Program; (iii) an email communication, dated March 3, 2009, from the Co-CEOs, to the employees of the Company describing the Company s proposal to implement the Option Exchange Program in the near future, if the Option Exchange Program is approved by the Company s stockholders at the Annual Meeting; (iv) frequently asked questions regarding the proposal to implement the Option Exchange Program, dated as of March 13, 2009, and (v) a form of glossary of key terms defining certain terms related to the Option Exchange Program, dated as of March 13, 2009. **The Company has not initiated the Option Exchange Program. Even though stockholder approval has been obtained, the Company may still decide to not implement the Option Exchange Program or to delay its implementation. If the Option Exchange Program is commenced, the Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (SEC). Persons who may be eligible to participate in the Option Exchange Program should read the Tender Offer Statement and other related materials when they become available because they will contain important information about the Option Exchange Program. The Company will deliver the Option Exchange Program documents to all eligible employees free of charge when the Option Exchange Program commences, and the Company s stockholders and option holders will be able to obtain these written materials and other documents filed by the Company with the SEC free of charge from the SEC s website at www.sec.gov.**

ITEM 12. EXHIBITS.**EXHIBIT**

NUMBER	DESCRIPTION
99.1	Electronic card from Gregory Q. Brown, Co- Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Broadband Mobility Solutions, and Sanjay K Jha, Co-Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Mobile Devices, sent to all employees of the Company on May 4, 2009.
99.2	Transcript of a video by Gregory Q. Brown, Co- Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Broadband Mobility Solutions, and Sanjay K Jha, Co-Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Mobile Devices, sent to all employees of the Company on May 4, 2009.
99.3	E-mail communication to all Motorola employees, dated March 3, 2009, from Greg Brown, President and Co-CEO, Motorola, CEO, Broadband Mobility Solutions, and Jha Sanjay, Co-CEO, Motorola, CEO, Mobile Devices (incorporated by reference to Exhibit 99.1 to Motorola s Schedule TO filed on March 3, 2009)
99.4	2009 Option Exchange Program Frequently Asked Questions, as of March 13, 2009 (incorporated by reference to Exhibit 99.1 to Motorola s Schedule TO filed on March 13, 2009).
99.5	

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Form of Glossary of Key Terms, as of March 13, 2009 (incorporated by reference to Exhibit 99.2 to Motorola's Schedule TO filed on March 13, 2009).