

ILOG SA
Form SC TO-T/A
November 12, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 2
to
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

ILOG S.A.
(Name of Subject Company (Issuer))

CITLOI S.A.S.
(Offeror)

An indirect wholly-owned subsidiary of
INTERNATIONAL BUSINESS MACHINES CORPORATION
(Parent of Offeror)
(Names of filing persons (identifying status as offeror, issuer or other person))

Ordinary Shares,
nominal value €1.00 per Ordinary Share
and
American Depositary Shares,
each representing one Ordinary Share
(Title of Class of Securities)

FR0004042364
452360100
(CUSIP Number of Class of Securities)

Andrew Bonzani, Esq.
Vice President, Assistant General Counsel and Secretary
International Business Machines Corporation
Armonk, New York 10504
(914) 499-1900
(Name, address and telephone numbers of person
authorized to receive notices and communications on behalf of filing persons)

Copies to:

George A. Stephanakis, Esq.
Cravath, Swaine & Moore LLP

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CALCULATION OF FILING FEE

Transaction valuation(1)	Amount of filing fee(2)
U.S.\$34,521,598	U.S.\$1,357

(1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated on the basis of (i) the offer price of (a) €10.00 for each of the 1,955,638 American Depositary Shares outstanding; (b) €10.00 for each of the 532,536 ordinary shares held by U.S. holders within the meaning of Rule 14d-1(d) under the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"); (c) €0.50 for each of the 16,000 2003 warrants no1 held by U.S. holders; (d) €0.50 for each of the 8,000 2003 warrants no2 held by U.S. holders; (e) €0.65 for each of the 30,000 2004 warrants held by U.S. holders; (f) €0.50 for each of the 32,000 2005 warrants held by U.S. holders; (g) €0.83 for each of the 32,000 2006 warrants held by U.S. holders; and (h) €1.93 for each of the 16,000 2007 warrants held by U.S. holders, and (ii) an exchange rate (using the noon buying rate in New York City for cable transfers in euro as certified for customs purposes by the Federal Reserve Bank of New York on October 3, 2008) of U.S.\$1.3816 for one euro. The number of American Depositary Shares outstanding, and the number of ordinary shares and warrants held by U.S. holders, is based on information provided to the Offeror by ILOG S.A.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Exchange Act and Fee Rate Advisory No. 6 for the fiscal year 2008, equals U.S.\$39.30 per U.S.\$1,000,000 of transaction valuation.

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: U.S.\$1,357

Filing Party: International Business Machines Corporation

Form or Registration No.: Schedule TO

Date Filed: October 14, 2008

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 under cover of Schedule TO, as amended (the "Schedule TO"), originally filed on October 14, 2008 by International Business Machines Corporation, a New York corporation ("Parent"), and its indirect wholly-owned subsidiary, CITLOI S.A.S., a société par actions simplifiée organized under the laws of the Republic of France ("Purchaser"). The Schedule TO relates to the offer by CITLOI S.A.S. to acquire for cash all outstanding ordinary shares of ILOG S.A., a société anonyme organized under the laws of the Republic of France ("ILOG"), nominal value €1.00 ("Shares"), including Shares held in treasury by ILOG or its subsidiaries and Shares represented by American Depositary Shares ("ADSs"), including any dividend payable for the fiscal year ended June 30, 2008, as well as all outstanding warrants issued by ILOG ("Warrants"), through concurrent offers in the United States (the "U.S. Offer") and in France (the "French Offer" and, together with the U.S. Offer, the "Offers"). In the U.S. Offer, Purchaser is seeking to acquire all outstanding Shares and Warrants held by U.S. holders (within the meaning of Rule 14d-1(d) under the Exchange Act), as well as all outstanding ADSs held by holders wherever located, upon the terms and subject to the conditions set forth in the U.S. Offer to Purchase dated October 14, 2008 (the "U.S. Offer to Purchase"), the ADS letter of transmittal (the "ADS Letter of Transmittal"), and the forms of acceptance for Shares and Warrants (the "Forms of Acceptance"), copies of which are filed as Exhibits (a)(1)(A), (a)(1)(B), (a)(1)(F) and (a)(1)(I) to the Schedule TO, respectively. This Amendment No. 2 to the Schedule TO is being filed on behalf of Parent and Purchaser. Capitalized terms used and not defined in this Amendment No. 2 have the same meanings as in the Schedule TO. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on Schedule TO.

Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the U.S. Offer to Purchase, are hereby amended and supplemented as follows:

(a) Section 8 ("Certain Information Regarding Parent and Purchaser") of the U.S. Offer to Purchase is hereby amended by deleting the text under the sub-heading "Additional Information" and replacing it with the following:

"Additional Information. The name, business address, citizenship, present principal occupation and employment history for the past five years of each of the members of the board of directors and executive officers of Parent and Purchaser are set forth in Schedule A to this Offer to Purchase.

None of Parent, Purchaser or, to the best of our knowledge, after due inquiry, any of the persons listed in Schedule A to this Offer to Purchase has during the past five years (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, United States Federal or state securities laws or a finding of any violation of United States Federal or state securities laws.

Except as described in this Offer to Purchase, none of Parent, Purchaser, any associate or majority-owned subsidiary of Parent or Purchaser or, to the best of our knowledge, after due inquiry, any of the persons listed in Schedule A to this Offer to Purchase (a) beneficially owns any Securities, (b) has effected any transaction in Securities during the past 60 days or (c) has any agreement, arrangement, or understanding, whether or not legally enforceable, with any other person with respect to any Securities (including, but not limited to, any agreement, arrangement, or understanding concerning the transfer or voting of any such Securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or the giving or withholding of proxies, consents or authorizations). For the purpose of the preceding sentence, Parent disclaims any interest in Securities held by any of its affiliated employee benefit plans, including pension funds and medical and dental funds, as well as certain affiliated entities that may hold Securities for charitable purposes.

Except as set forth elsewhere in this Offer to Purchase, in the past two years, there have been no transactions that would require reporting under the rules and regulations of the Commission between Parent, any of Parent's

subsidiaries, Purchaser or, to Purchaser's knowledge, after due inquiry, any of the persons listed in Schedule A, on the one hand, and ILOG or any of its affiliates or its executive officers, directors or affiliates, on the other hand. Except as set forth elsewhere in this Offer to Purchase, in the past two years, there have been no negotiations, transactions or material contacts between Parent, Purchaser or any of their subsidiaries or, to our knowledge, after due inquiry, any of the persons listed in Schedule A, on the one hand, and ILOG or any of its affiliates, on the other hand, concerning a merger, a consolidation, an acquisition, a tender offer for or other acquisition of any class of ILOG's securities, an election of ILOG's directors or a sale or other transfer of a material amount of assets of ILOG."

(b) In connection with Section 15 (“Certain Conditions to the Offers; Withdrawal of the Offers—Conditions to the Offers”) of the U.S. Offer to Purchase, Parent and Purchaser disclose that on November 10, 2008, the European Commission announced that it approved under the EU Merger Regulation the proposed acquisition of ILOG by Parent. Such approval by the European Commission satisfies the condition precedent set forth on page 29 in Section 15 of the U.S. Offer to Purchase.

Item 11 of the Schedule TO is amended and supplemented by adding the following to the end thereof:

“On November 12, 2008, Parent and ILOG issued a press release announcing European Commission’s decision, dated November 10, 2008, to approve under the EU Merger Regulation the proposed acquisition of ILOG by Parent. Such approval by the European Commission satisfies the condition precedent set forth on page 29 in Section 15 of the U.S. Offer to Purchase. A copy of the press release is filed as Exhibit (a)(5)(D) to the Schedule TO and is incorporated herein by reference.”

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

(a)(5)(D) Press Release issued by Parent and ILOG on November 12, 2008.

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.

Citloi S.A.S.

By

/s/ Gregory C. Bomberger

Name: Gregory C. Bomberger

Title: Authorized Signatory

Date: November 12, 2008

International Business Machines Corporation

By

/s/ Andrew Bonzani

Name: Andrew Bonzani

Title: Vice President, Assistant General Counsel
and Secretary

Date: November 12, 2008

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Exhibit	Exhibit Name
(a)(1)(A)	U.S. Offer to Purchase dated October 14, 2008.*
(a)(1)(B)	ADS Letter of Transmittal.*
(a)(1)(C)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9.*
(a)(1)(F)	Form of Acceptance for Shares.*
(a)(1)(G)	Technical Notice to French Financial Intermediaries and U.S. Custodians.*
(a)(1)(H)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(I)	Form of Acceptance for Warrants.*
(a)(2)	None.*
(a)(3)	Not applicable.*
(a)(4)	Not applicable.*
(a)(5)(A)	Press Release issued by Parent and ILOG on July 27, 2008 (incorporated herein by reference to the Schedule TO-C filed by Parent on July 27, 2008).*
(a)(5)(B)	Press Release issued by Parent on October 14, 2008.*
(a)(5)(C)	Summary Advertisement as published in The Wall Street Journal on October 14, 2008.*
(a)(5)(D)	Press Release issued by Parent and ILOG on November 12, 2008.
(b)	Not applicable.*
(d)(1)	Memorandum of Understanding between Parent and ILOG dated July 27, 2008.*
(d)(2)	Letter Agreement between Parent and ILOG dated June 19, 2008.*
(d)(3)	Confidentiality Agreement between Parent and ILOG dated November 30, 2006.*
(d)(4)	Undertaking to tender between Parent and INRIA—Transfert dated July 27, 2008.*
(d)(5)	Undertaking to tender between Parent and SAP AG dated July 27, 2008.*
(g)	None.*
(h)	None.*

* Previously filed on October 14, 2008.