

WHITE ELECTRONIC DESIGNS CORP
Form SC TO-T/A
April 16, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 2)

(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

White Electronic Designs Corporation

(Name of Subject Company (Issuer))

Rabbit Acquisition Corp.

(Offeror)

A Wholly Owned Subsidiary of

Microsemi Corporation

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, STATED VALUE \$0.10 PER SHARE

(Title of Class of Securities)

963801105

(CUSIP Number of Class of Securities)

David Goren, Esq.

Microsemi Corporation

2381 Morse Avenue

Irvine, CA 92614

(949) 221-7100

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Warren T. Lazarow, Esq.

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CALCULATION OF FILING FEE

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Transaction Valuation(1)

\$173,939,311

Amount of Filing Fee(2)

\$12,401.88

- (1) Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of 24,848,473 shares of common stock, stated value \$0.10 per share, of White Electronic Designs Corporation (Seller), at a purchase price of \$7.00 per share, net to the tendering shareholder in cash, without interest and subject to any required withholding of taxes. Such shares consist of (i) 23,638,277 shares of common stock of Seller that were issued and outstanding as of March 26, 2010; (ii) 1,180,196 shares of common stock of Seller potentially issuable upon conversion of outstanding stock options as of March 26, 2010, and (iii) 30,000 shares of common stock subject to outstanding restricted stock units as of March 26, 2010.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #4 for fiscal year 2010, issued by the Securities and Exchange Commission on December 17, 2009, by multiplying the transaction value by .00007130.
- x 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: \$12,401.88
Form or Registration No.: Schedule TO

Filing Party: Microsemi Corporation and Rabbit Acquisition Corp.
Date Filed: March 31, 2010

.. 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:

x Third-party tender offer subject to Rule 14d-1.

.. Going-private transaction subject to Rule 13e-3.

.. Issuer tender offer subject to Rule 13e-4.

.. 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. ..

* If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

.. Rule 13e-4(i) (cross-border issuer tender offer).

.. Rule 14d-1(d) (cross-border third-party tender offer).

This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on March 31, 2010 (together with any amendments and supplements thereto, including that certain Amendment No. 1 filed on April 9, 2010, the Schedule TO), by (i) Rabbit Acquisition Corp., an Indiana corporation (Purchaser) and wholly owned subsidiary of Microsemi Corporation, a Delaware corporation (Parent), and (ii) Parent. The Schedule TO relates to the offer (the Offer) by Purchaser to purchase all of the outstanding shares of common stock, stated value \$0.10 per share (the Company Shares), of White Electronic Designs Corporation, an Indiana corporation (Seller), at a purchase price of \$7.00 per Company Share, net to the tendering shareholder in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 31, 2010 (together with any amendments and supplements thereto, the Offer to Purchase) and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information set forth in the Offer to Purchase (as amended hereby), including Schedule I thereto, is hereby incorporated by reference in answer to Items 1 through 13 of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information.

(i) Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto and (ii) the subsection entitled United States Antitrust Compliance in Section 16 of the Offer to Purchase entitled Certain Legal Matters; Regulatory Approvals is hereby amended and supplemented by adding the following text after the last paragraph of such subsection of Section 16:

At 11:59 p.m. New York City time on April 15, 2010, the required waiting period under the HSR Act in connection with the purchase of Company Shares in the Offer and the Merger expired. Accordingly, the condition to the Offer relating to the termination or expiration of the HSR Act waiting period has been satisfied. The Offer continues to be conditioned upon other conditions described in the Offer to Purchase and the related Letter of Transmittal.

Item 12. Exhibits.

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

| Exhibit | Exhibit Name |
|----------------|--|
| (a)(5)(C) | Press Release issued by Microsemi Corporation on April 16, 2010. |

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.

Date: April 16, 2010

Rabbit Acquisition Corp.

By: /s/ JOHN W. HOHENER
Name: **John W. Hohener**
Title: **Chief Financial Officer**

Microsemi Corporation

By: /s/ JOHN W. HOHENER
Name: **John W. Hohener**
Title: **Executive Vice President,**
Chief Financial Officer,
Secretary and Treasurer

EXHIBIT INDEX

| Exhibit | Exhibit Name |
|----------------|---|
| (a)(1)(A) | Offer to Purchase dated March 31, 2010.* |
| (a)(1)(B) | Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9).* |
| (a)(1)(C) | Notice of Guaranteed Delivery.* |
| (a)(1)(D) | Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(E) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(5)(A) | Press Release issued by Microsemi Corporation on March 30, 2010 (incorporated herein by reference to Exhibit 99.1 of the Current Report on Form 8-K filed by Microsemi Corporation on March 30, 2010). |
| (a)(5)(B) | Summary Newspaper Advertisement as published in The New York Times on March 31, 2010.* |
| (a)(5)(C) | Press Release issued by Microsemi Corporation on April 16, 2010. |
| (b) | Not applicable. |
| (d)(1) | Agreement and Plan of Merger dated March 29, 2010 by and among Microsemi Corporation, Rabbit Acquisition Corp. and White Electronic Designs Corporation (incorporated herein by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by Microsemi Corporation on March 30, 2010). |
| (d)(2) | Support Agreement dated March 29, 2010 by and among Microsemi Corporation, Rabbit Acquisition Corp. and certain shareholders of White Electronic Designs Corporation listed on Annex I thereto (incorporated herein by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by Microsemi Corporation on March 30, 2010). |
| (g) | Not applicable. |
| (h) | Not applicable. |

* Previously filed.