

MModal Inc.
Form SC TO-T/A
July 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1)
OR SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

MMODAL INC.

(Name of Subject Company)

LEGEND ACQUISITION SUB, INC.

(Name of Filing Person (Offeror))

a wholly-owned subsidiary of

LEGEND PARENT, INC.

(Name of Filing Person (Parent of Offeror))

ONE EQUITY PARTNERS V, L.P.

(Name of Filing Person (Other Person))

COMMON STOCK, \$0.10 PAR VALUE PER SHARE

(Title of Class of Securities)

60689B107

(CUSIP Number of Class of Securities)

Gregory A. Belinfanti

Christian Ahrens

Legend Acquisition Sub, Inc.

c/o One Equity Partners V, L.P.

320 Park Avenue

New York, New York 10022

Telephone: (212) 277-1500

(Name, address and telephone number of person authorized

to receive notices and communications on behalf of filing persons)

with copies to:

Derek Winokur, Esq.

Dechert LLP

1095 Avenue of the Americas

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New York, New York 10036

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CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾
\$831,315,758

Amount Of Filing Fee⁽²⁾
\$95,268.78

- (1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 57,067,956 shares of common stock, par value \$0.10, of MModal Inc. outstanding (including shares of restricted common stock) multiplied by the offer price of \$14.00 per share, (ii) 1,776,421 shares of common stock, par value \$0.10, of MModal Inc., issuable pursuant to outstanding options multiplied by the offer price of \$14.00 per share, and (iii) 535,320 outstanding restricted stock units multiplied by the offer price of \$14.00 per share. The calculation of the filing fee is based on information provided by MModal Inc. as of July 12, 2012.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 by multiplying the transaction value by 0.00011460.

- 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: \$95,268.78
Form or Registration No.: SC TO-T

Filing Party: Legend Acquisition Sub, Inc.
Date Filed: July 17, 2012

- .. 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.

.. 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 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 17, 2012 (which, together with this Amendment, Amendment No. 1, filed on July 24, 2012, and any subsequent amendments and supplements thereto, collectively constitute this Schedule TO). The Schedule TO relates to the tender offer by Legend Acquisition Sub, Inc., a Delaware corporation (the Purchaser) and a wholly owned direct subsidiary of Legend Parent, Inc., a Delaware corporation (the Parent), for all of the outstanding common stock, par value \$0.10 per share (Shares), of MModal Inc., a Delaware corporation (MModal), at a price of \$14.00 per share net to the seller thereof in cash, without interest thereon and less any applicable withholding taxes, upon the terms and conditions set forth in the offer to purchase dated July 17, 2012 (as it may be amended or supplemented from time to time, the Offer to Purchase), a copy of which is attached as Exhibit (a)(1)(A), and the related letter of transmittal (as it may be amended or supplemented from time to time, the Letter of Transmittal), a copy of which is attached as Exhibit (a)(1)(B), which collectively constitute the Offer.

All the information set forth in the Offer to Purchase is incorporated by reference herein in response to Items 1 through 9 and Item 11 of this Schedule TO, and is supplemented by the information specifically provided in this Schedule TO.

This Amendment is being filed to amend and supplement Items 11 and 12 as reflected below.

Item 11. Additional Information.

Regulation M-A Item 1011

Item 11 of this Schedule TO is hereby amended and supplemented as follows by amending and supplementing the information set forth in Section 16 of the Offer to Purchase entitled Certain Legal Matters; Regulatory Approvals by adding the following paragraph after the third paragraph under the heading Legal Proceedings:

On July 18, 2012, the Court of Chancery of the State of Delaware granted an order consolidating the previously-filed lawsuits described above into a single action captioned *In re MModal Inc. Shareholder Litigation*, Consolidated Civil Action No. 7675-VCP (which we refer to as the Delaware Action). The July 18, 2012 order also designated certain law firms as Plaintiffs Co-Lead Counsel and Plaintiffs Co-Liaison Counsel in the Delaware Action. Pursuant to the July 18, 2012 order, on July 24, 2012, the plaintiffs in the Delaware Action filed an Amended Consolidated Verified Class Action Complaint (which we refer to as the Consolidated Complaint). In addition to re-asserting the previously-asserted allegations and claims against the previously-named defendants, the Consolidated Complaint: (i) names the S.A.C. Shareholders as a defendant, (ii) alleges that the Support Agreement gives rise to claims of breach of fiduciary duty against the MModal Board and to claims of aiding and abetting breach of fiduciary duty against OEP LLC and its affiliates, the Parent and the Purchaser, and the S.A.C. Shareholders, and (iii) alleges that the MModal Board breached its fiduciary duty by making materially incomplete and misleading disclosures in the Schedule 14D-9 with respect to (a) the timing and content of any post-transaction employment discussions with senior management, (b) certain aspects of Macquarie's valuation work, (c) services performed by Macquarie for MModal and OEP LLC and its affiliates over the past two years, and (d) Macquarie's \$15 million investment in a fund for which MModal directors are principals. The Consolidated Complaint seeks substantially similar relief as the previously-filed lawsuits described above. On July 24, 2012, plaintiffs in the Delaware Action filed a Motion for Expedited Proceedings, and papers in support thereof, as well as a Motion for Preliminary Injunction. The Consolidated Complaint is attached as Exhibit (a)(5)(D) to the Schedule TO.

Item 12. Exhibits.

Regulation M-A Item 1016

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

Exhibit No.	Description
(a)(5)(D)	Amended Consolidated Verified Class Action Complaint (In re MModal Inc. Shareholder Litigation) filed on July 24, 2012, Court of Chancery of the State of Delaware.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 25, 2012

LEGEND ACQUISITION SUB, INC.

By: /s/ Christian Ahrens
Name: Christian Ahrens
Title: Treasurer

LEGEND PARENT, INC.

By: /s/ Christian Ahrens
Name: Christian Ahrens
Title: Treasurer

ONE EQUITY PARTNERS V, L.P.

By: OEP General Partner V, L.P.,
as General Partner

By: OEP Parent LLC,
as General Partner

By: /s/ Christian Ahrens
Name: Christian Ahrens
Title: Managing Director

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase, dated July 17, 2012.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Joint Press Release issued by One Equity Partners and MModal Inc. on July 2, 2012 (incorporated by reference to Exhibit 99.1 to the Form 8-K filed by MModal Inc. with the Securities and Exchange Commission on July 3, 2012).*
(a)(1)(G)	Summary Advertisement as published in the Wall Street Journal on July 17, 2012.*
(a)(1)(H)	Joint Press Release issued by One Equity Partners and MModal Inc. on July 17, 2012.*
(a)(1)(I)	Joint Press Release issued by One Equity Partners and MModal Inc. on July 24, 2012.*
(a)(5)(A)	Complaint filed by Alan Kahn, on behalf of himself and all other similarly situated, on July 6, 2012, Court of Chancery of the State of Delaware.*
(a)(5)(B)	Complaint filed by Edward Forstein, on behalf of himself and all other similarly situated, on July 9, 2012, Court of Chancery of the State of Delaware.*
(a)(5)(C)	Complaint filed by Scott Phillips, on behalf of himself and all other similarly situated, on July 10, 2012, Court of Chancery of the State of Delaware.*
(a)(5)(D)	Amended Consolidated Verified Class Action Complaint (In re MModal Inc. Shareholder Litigation) filed on July 24, 2012, Court of Chancery of the State of Delaware.**
(b)(1)	Debt Commitment Letter, dated as of July 2, 2012, among Legend Parent, Inc., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Royal Bank of Canada.*
(d)(1)	Agreement and Plan of Merger, dated as of July 2, 2012, by and among Legend Parent, Inc., Legend Acquisition Sub, Inc. and MModal Inc. (incorporated by reference to Exhibit 2.1 to the Form 8-K filed by MModal Inc. with the Securities and Exchange Commission on July 3, 2012).*
(d)(2)	Limited Guaranty, dated as of July 2, 2012, by and between One Equity Partners V, L.P. and MModal Inc.*
(d)(3)	Confidentiality Agreement, dated as of April 11, 2012, by and between One Equity Partners IV, L.P. and MModal Inc.*
(d)(4)	Equity Commitment Letter, dated as of July 2, 2012, among One Equity Partners V, L.P., Legend Parent, Inc. and Legend Acquisition Sub, Inc.*
(d)(5)	Support Agreement, dated as of July 2, 2012, by and among Legend Parent, Inc., Legend Acquisition Sub, Inc. and each of S.A.C. PEI CB Investment, L.P., S.A.C. PEI CB Investment II, LLC. International Equities (S.A.C. Asia) Limited and S.A.C. Multiquant Fund, LLC.*
(g)	None.
(h)	None.

* Previously filed.

** Filed herewith.