

AVG Technologies N.V.  
Form SC 14D9/A  
September 08, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14D-9**

**(RULE 14d-101)**

**(Amendment No. 5)**

**SOLICITATION/RECOMMENDATION STATEMENT**

**UNDER SECTION 14(D)(4) OF THE SECURITIES 1934 ACT OF 1934**

**AVG TECHNOLOGIES N.V.**

**(Name of Subject Company)**

**AVG TECHNOLOGIES N.V.**

**(Name of Person(s) Filing Statement)**

**Ordinary Shares, Nominal Value 0.01 Per Share**

**(Title of Class of Securities)**

**N07831105**

**(CUSIP Number of Class of Securities)**

**Harvey J. Anderson**

**AVG Technologies N.V.**

**Gatwickstraat 9-39**

**1043 GL Amsterdam**

**Netherlands**

**+31-20-5226210**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications**

**on Behalf of the Person(s) Filing Statement)**

*With a copy to:*

**Peter M. Lamb**

**Richard V. Smith**

**Orrick, Herrington & Sutcliffe LLP**

**1000 Marsh Road**

**Menlo Park, California 94205**

**(650) 614-7400**

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 to Schedule 14D-9 (this **Amendment** ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed with the U.S. Securities and Exchange Commission (the **SEC** ) on July 29, 2016 (together with the exhibits and annexes thereto and as amended or supplemented hereby and as previously and as may be further amended from time to time, the **Schedule 14D-9** ) by AVG Technologies N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands (the **Company** or **AVG** ). The Schedule 14D-9 relates to the tender offer by Avast Software B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) ( **Purchaser** ) organized under the laws of The Netherlands and a direct wholly owned subsidiary of Avast Holding B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of The Netherlands ( **Parent** or **Avast** ), to purchase all of the outstanding ordinary shares, nominal value 0.01 per share, of the Company (the **Shares** ) at a purchase price of \$25.00 per Share (the **Offer Price** ), in cash, without interest and less any applicable withholding taxes or other taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 29, 2016 (as may be amended or supplemented from time to time, the **Offer to Purchase** ) and the related Letter of Transmittal (as may be amended and supplemented from time to time, the **Letter of Transmittal**, which, together with the Offer to Purchase, constitute the **Offer** ).

Capitalized terms used, but not otherwise defined, in this Amendment shall have the meanings ascribed to them in the Schedule 14D-9.

Except as set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment.

#### **Item 8. Additional Information**

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by deleting the final sentence of the last paragraph under the subheading **Antitrust Compliance** under the heading **(b) Regulatory and Other Approvals** and inserting the following sentences in its place:

On September 7, 2016, the required waiting period under the Austrian Cartel Act expired. The Offer continues to be subject to other conditions set forth in Section 15 **Certain Conditions of the Offer** of the Offer to Purchase.

**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.

**AVG TECHNOLOGIES N.V.**

By: /s/ Gary Kovacs  
Name: Gary Kovacs  
Title: Chief Executive Officer

By: /s/ Jeffrey Ross  
Name: Jeffrey Ross  
Title: Chief Financial Officer

Dated: September 8, 2016