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MYPOINTS COM INC
Form SC TO-T/A
July 19, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender offer statement under Section 14(d) (1) or 13(e) (1)
of the Securities Exchange Act of 1934
(Amendment No. 5)

MyPoints.com, Inc.

(Name of Subject Company (issuer))

UNV ACQUISITION Corp.

a Wholly Owned Subsidiary of
UNITED NEWVENTURES, INC.

(Names of Filing Persons (offerors))

Common Stock, Par Value \$.001 Per Share

62855T102
(CUSIP Number)

Francesca M. Maher
Senior Vice President, General Counsel and Secretary
UAL Corporation
1200 E. Algonquin Rd.
Elk Grove Township, Illinois 60007
(847) 700-4000

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

Copy to:

Elizabeth A. Raymond
Marc F. Sperber
Mayer, Brown & Platt
190 South LaSalle Street
Chicago, Illinois 60603-3441
(312) 782-0600

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$105,968,405.00 | \$21,194.00 |

*Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of all of the issued and outstanding shares of common stock, par value \$.001 per share of MyPoints.com, Inc., a Delaware

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corporation (the "Company"), together with the associated preferred stock purchase rights issued pursuant to the Preferred Stock Rights Agreement, dated as of December 13, 2000, between the Company and Wells Fargo Shareholder Services, as rights agent (the "Shares") at a price per Share of \$2.60 in cash. As of June 1, 2001, based on the Company's representation of its capitalization as of such date, there were 40,757,079 Shares outstanding.

**The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, equals 1/50th of one percent of the value of the Shares proposed to be acquired.

2

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 registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$21,194.00

Form or Registration No.: Schedule TO

Filing Party: United NewVentures, Inc. and UNV Acquisition Corp.

Date Filed: June 13, 2001

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:

| | | | |
|-------------------------------------|---|--------------------------|--|
| <input checked="" type="checkbox"/> | third-party tender offer subject to Rule 14d-1. | <input type="checkbox"/> | going-private transaction subject to Rule 13e-3. |
| <input type="checkbox"/> | issuer tender offer subject to Rule 13e-4. | <input type="checkbox"/> | 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:

Amendment No. 5 to Schedule TO

This Amendment No. 5 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed initially with the Securities and Exchange Commission on June 13, 2001 by United NewVentures, Inc., a Delaware corporation ("Parent"), and UNV Acquisition Corp., a Delaware corporation ("Sub") and wholly owned subsidiary of Parent, relating to the tender offer (the "Offer") by Sub to purchase all of the Shares at a price per Share of \$2.60 (the "Offer Price"), net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 13, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the "Offer"), copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO. Terms

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not otherwise defined shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

ITEM 11. Additional Information

Items 1, 4, 8 and 11 of the Schedule TO are hereby amended and supplemented to include the following:

"The subsequent offering expired at 5:00 p.m., New York City time, on Wednesday, July 18, 2001. Based upon information provided by the Depositary to Parent, as of July 18, 2001, a total of 37,098,463 Shares, representing approximately 90.3% of the outstanding Shares have been validly tendered pursuant to the Offer. Parent and Sub have accepted for prompt payment all Shares validly tendered pursuant to the Offer and subsequent offering. On July 19, 2001, Parent issued a press release announcing the expiration of the subsequent offering and the acceptance of all validly tendered Shares, a copy of which is attached hereto as Exhibit (a) (5) (iv) and is incorporated herein by reference."

3

ITEM 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented to include the following:

"(a) (5) (iv) Press Release issued by Parent, dated July 19, 2001."

SIGNATURES

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.

UNV ACQUISITION CORP.

By: /s/ RICHARD J. POULTON

Name: Richard J. Poulton
Title: CHIEF FINANCIAL OFFICER &
Treasurer

UNITED NEWVENTURES, INC.

By: /s/ RICHARD J. PULTON

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Name: Richard J. Poulton
Title: CHIEF FINANCIAL OFFICER &
Treasurer

Dated: July 19, 2001

4

EXHIBIT INDEX

(a) (5) (iv)

Press Release issued by Parent, dated July 19, 2001.

5