

QLOGIC CORP
Form SC TO-T/A
August 10, 2016

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

SCHEDULE TO
Amendment No. 2
(RULE 14D-100)
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

QLOGIC CORPORATION
(Name of Subject Company)

QUASAR ACQUISITION CORP.
(Offeror)

CAVIUM, INC.
(Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

747277101

(CUSIP Number of Class of Securities)

Vincent P. Pangrazio, Esq.

Senior Vice President, General Counsel and Corporate Secretary

Cavium, Inc.

2315 N. First Street

San Jose, California 95131

(408) 943-7100

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

Copies to:

Arthur Chadwick	Kenton J. King, Esq.	Michael L. Hawkins, Esq.	Mark D. Peterson, Esq.
Vice President of Finance & Administration and Chief Financial Officer,	Michael J. Mies, Esq.	Vice President, General Counsel	Andor Turner, Esq.
	Skadden, Arps, Slate, Meagher & Flom LLP	and Corporate Secretary	O Melveny & Myers LLP
Cavium, Inc.	525 University Avenue	QLogic Corporation	610 Newport Center Drive
2315 N. First Street	Palo Alto, California 94301	26650 Aliso Viejo Parkway	17th Floor
San Jose, California 95131		Aliso Viejo, California 92656	
(408) 943-7100	(650) 470-4500	(949) 389-6000	Newport Beach, California 92660

CALCULATION OF FILING FEE**Transaction Valuation***

\$1,380,879,660

Amount of Filing Fee**

\$139,054.59***

* Estimated solely for the purpose of calculating the filing fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, based on the product of (i) \$14.89, the average of the high and low sales prices per share of QLogic Corporation (QLogic) common stock on July 11, 2016, as reported by Nasdaq, and (ii) 92,738,728, the estimated number of shares of QLogic common stock to be exchanged in the transaction.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals 0.0001007 multiplied by the estimated transaction valuation.

*** Previously paid.

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: \$40,651.36

Form or Registration No.: Form S-4

Filing Party: Cavium, Inc.

Date Filed: July 13, 2016

.. 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: ..

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 U.S. Securities and Exchange Commission (the SEC) on July 13, 2016 (together with any subsequent amendments and supplements thereto, the Schedule TO) by Cavium, Inc. (Cavium), a Delaware corporation, and Quasar Acquisition Corp., a Delaware corporation and a direct wholly owned subsidiary of Cavium (the Offeror). This Schedule TO relates to the offer by the Offeror to exchange for each outstanding share of common stock, \$0.001 par value per share, of QLogic Corporation (QLogic), a Delaware corporation, (a) \$11.00 in cash, and (b) 0.098 shares of Cavium common stock, par value \$0.001 per share, plus cash in lieu of any fractional shares of Cavium common stock, in each case without interest and less any applicable withholding taxes, subject to the terms and conditions set forth in the Prospectus/Offer to Exchange (as defined below) and the related Letter of Transmittal (as defined below), together with any amendments or supplements thereto (the Offer).

Cavium has filed with the SEC a Registration Statement on Form S-4 on July 13, 2016 and Amendment No. 1 to the Registration Statement on Form S-4 on July 27, 2016 (as amended, the Registration Statement), relating to the Offer and sale of shares of Cavium common stock to be issued to holders of shares of QLogic common stock validly tendered into the Offer and not properly withdrawn (the Registration Statement). The terms and conditions of the Offer are set forth in the Prospectus/Offer to Exchange, which is a part of the Registration Statement and filed as Exhibit (a)(4) hereto (the Prospectus/Offer to Exchange), and the related letter of transmittal, which is filed as Exhibit (a)(1)(A) hereto (the Letter of Transmittal). Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus/Offer to Exchange and the Letter of Transmittal, as amended and supplemented through the date hereof, is hereby expressly incorporated into this Schedule TO by reference in response to Items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided for in this Schedule TO. The Agreement and Plan of Merger, dated as of June 15, 2016, by and among Cavium, the Offeror and QLogic, a copy of which is filed as Exhibit (d)(1) to this Schedule TO, is incorporated into this Schedule TO by reference.

This Amendment is being filed to amend and supplement Items 1, 4, 11 and 12 as reflected below.

Items 1, 4 and 11. Summary Term Sheet; Terms of the Transaction; Additional Information.

Items 1, 4 and 11 of the Schedule TO are hereby amended and supplemented as follows:

On August 10, 2016, Cavium announced an extension of the expiration of the Offer until 5:30 p.m., New York City time, on August 15, 2016, unless further extended in accordance with the Merger Agreement. The Offer, which was previously scheduled to expire at 12:00 midnight, New York City time, at the end of August 9, 2016, was extended pursuant to the marketing period provided for by the Merger Agreement in connection with Cavium's debt financing for the transaction.

The depositary for the Offer has advised Parent that, as of 12:00 midnight New York City time at the end of August 9, 2016, approximately 59,315,736 shares have been validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 70.7% of the outstanding shares.

The press release announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(G) and incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

Exhibit No	Description
(a)(5)(G)	Press Release issued by Cavium, Inc., dated August 10, 2016, announcing extension of the expiration of the exchange offer.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURES

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

Dated: August 10, 2016

QUASAR ACQUISITION CORP

By: /s/ Vincent P. Pangrazio
Name: Vincent P. Pangrazio
Title: President

CAVIUM, INC.

By: /s/ Vincent P. Pangrazio
Name: Vincent P. Pangrazio
Title: SVP, General Counsel and
Secretary

EXHIBIT INDEX

Exhibit No	Description
(a)(1)(A)	Form of Letter of Transmittal (incorporated by reference to Exhibit 99.2 to Cavium Inc. s Registration Statement on Form S-4 filed on July 13, 2016).
(a)(1)(B)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.3 to Cavium Inc. s Registration Statement on Form S-4 filed on July 13, 2016).
(a)(1)(C)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.4 to Cavium Inc. s Registration Statement on Form S-4 filed on July 13, 2016).
(a)(4)	Prospectus/Offer to Exchange (incorporated by reference to Cavium Inc. s Registration Statement on Form S-4 filed on July 13, 2016, as amended).
(a)(5)(A)	Joint Press Release issued by QLogic Corporation and Cavium, Inc., dated June 15, 2016, announcing entry into the Merger Agreement (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by QLogic Corporation with the SEC on June 15, 2016).
(a)(5)(B)	E-Mail from Jean Hu and Chris King to All Employees, dated June 15, 2016 (incorporated by reference to QLogic Corporation s filing pursuant to Rule 425 on June 15, 2016).
(a)(5)(C)	Slide presentation entitled Cavium to acquire QLogic, dated June 15, 2016 (incorporated by reference to QLogic Corporation s filing pursuant to Rule 425 on June 17, 2016).
(a)(5)(D)	Transcript of Investor Call on June 15, 2016 (incorporated by reference to Exhibit 99.1 to the Schedule TO filed by Cavium, Inc. with the SEC on June 20, 2016).
(a)(5)(E)	Communication to Certain Customers starting July 1, 2016 (incorporated by reference to Cavium, Inc. s filing pursuant to Rule 425 on July 1, 2016).
(a)(5)(F)	Press Release issued by Cavium, Inc., dated July 13, 2016, announcing commencement of the exchange offer (incorporated by reference to Exhibit (a)(5)(F) to Cavium s Tender Offer Statement on Schedule TO filed on July 13, 2016).
(a)(5)(G)	Press Release issued by Cavium, Inc., dated August 10, 2016, announcing extension of the expiration of the exchange offer.
(b)(1)	Commitment Letter, dated June 15, 2016, between JPMorgan Chase Bank, N.A. and Cavium, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Cavium, Inc. with the SEC on June 15, 2016).
(d)(1)	Agreement and Plan of Merger, dated as of June 15, 2016, by and among Cavium, Inc., Quasar Acquisition Corp. and QLogic Corporation (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by QLogic Corporation with the SEC on June 15, 2016). Schedules and exhibits to the Agreement and Plan of Merger have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company will furnish copies of any such schedules to the U.S. Securities and Exchange Commission upon request.
(d)(2)	Mutual Confidentiality Agreement, dated April 19, 2016, by and between QLogic Corporation and Cavium, Inc. (incorporated by reference to Exhibit (d)(2) to Cavium s Tender Offer Statement on Schedule TO filed on July 13, 2016).