

EPICOR SOFTWARE CORP  
Form SC TO-T/A  
November 24, 2008

**UNITED STATES**  
**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)**

**EPICOR SOFTWARE CORPORATION**

**(Name of Subject Company)**

**ELLIOTT ERP LLC**

**ELLIOTT ASSOCIATES, L.P.**

**(Names of Filing Persons (Offerors))**

**Common Stock, par value \$0.001 per share**

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(Title of Class of Securities)

**294261108**

(CUSIP Number of Class of Securities)

**Jesse A. Cohn**

**Elliott Associates, L.P.**

**712 Fifth Avenue, 36th Floor**

**New York, New York 10019**

**Telephone: (212) 506-2999**

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications on Behalf of Filing Persons)

**Copy to:**

**Robert B. Schumer**

**Jeffrey D. Marell**

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

**1285 Avenue of the Americas**

**New York, NY 10019-6064**

**Telephone: (212) 373-3000**

CALCULATION OF FILING FEE

**Transaction Valuation\***

\$417,099,885

**Amount of Filing Fee\*\***

\$20,763.23

\* Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of 55,613,318 shares of common stock of Epicor Software Corporation ( **Epicor** ) and such shares, **Shares** ), which amount includes: (i) all 53,508,711 Shares outstanding as of August 1, 2008 other than the 6,065,000 Shares beneficially owned by Elliott Associates, L.P. ( **Elliott Associates** ) and its affiliated funds, and (ii) stock options outstanding as of December 31, 2007 to purchase 2,104,607 Shares. 12,709,984 Shares reserved for issuance upon the conversion of the \$230,000,000 of Convertible

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Senior Notes due 2027 issued by Epicor (the **Convertible Notes** ) have been excluded from this calculation because the conversion price of those Convertible Notes (\$18.10 per Share) exceeds the offer price of \$7.50 per Share. The number of outstanding Shares is contained in Epicor's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008 and the number of outstanding stock options and Convertible Notes is contained in Epicor's Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

\*\*The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying (i) the transaction valuation of \$528,326,521 indicated on the Schedule TO filed by Elliott Associates and Elliott ERP LLC with the Securities Exchange Commission on October 15, 2008 by (ii) 0.0000393.

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: \$20,763.23 Filing Party: Elliott ERP LLC

Form or Registration No.: SC TO-T Date Filed: Elliott Associates, L.P.  
October 15, 2008

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:

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. 5 to Schedule TO ( **Amendment No. 5** ) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on October 15, 2008, as amended (the **Schedule TO** ), by Elliott Associates, L.P., a Delaware limited partnership ( **Elliott Associates** ) and Elliott ERP LLC, a Delaware limited liability company and a subsidiary of Elliott Associates, to purchase all outstanding shares of common stock, par value \$0.001 per share (the **Shares** ), of Epicor Software Corporation, a Delaware corporation, at \$7.50 per Share, net to the seller in cash, without interest and less applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 15, 2008, as amended (the **Offer to Purchase** ), and in the related Letter of Transmittal, as amended (which, together with any amendments or supplements thereto, collectively constitute the **Offer** ). Except as specifically set forth herein, this Amendment No. 5 does not modify any of the information previously reported on the Schedule TO. All capitalized terms used in this Amendment No. 5 and not otherwise defined have the respective meanings ascribed to them in the Offer to Purchase and the Schedule TO.

The information set forth in the Offer to Purchase, including all schedules thereto, is hereby expressly incorporated herein by reference in response to all of the items of this Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Items 1 through 9, and 11**

Items 1 through 9, and 11 of the Schedule TO are hereby amended and supplemented as follows:

On November 21, 2008, Elliott Associates, L.P. and Elliott ERP LLC terminated the Offer by filing Amendment No. 4 to the Schedule TO with the SEC and issued a press release in connection therewith. The Offer was scheduled to expire at 11:59 pm, New York City time, on Wednesday, December 3, 2008. No Shares were purchased by Elliott ERP LLC pursuant to the Offer and all Shares previously tendered and not withdrawn will be promptly returned.

**SIGNATURES**

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

Dated: November 24, 2008.

**ELLIOTT ERP LLC**

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

**ELLIOTT ASSOCIATES, L.P.**

By: Elliott Capital Advisors, L.P., as General Partner  
By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase dated October 15, 2008.*
(a)(1)(ii)	Letter of Transmittal.*
(a)(1)(iii)	Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(vii)	Summary Advertisement dated October 15, 2008.*
(a)(5)(i)	Press Release issued by Elliott Associates, L.P., dated October 15, 2008.*
(a)(5)(ii)	Letter to Board of Directors of Epicor Software Corporation from Elliott Associates, L.P., dated November 4, 2008.*
(a)(5)(iii)	Press Release issued by Elliott Associates, L.P., dated November 4, 2008.*
(a)(5)(iv)	Press Release issued by Elliott Associates, L.P., dated November 19, 2008.*
(a)(5)(v)	Letter to Board of Directors of Epicor Software Corporation from Elliott Associates, L.P., dated November 21, 2008.*
(a)(5)(vi)	Press Release issued by Elliott Associates, L.P., dated November 21, 2008.*
(b)	Not applicable.
(d)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed.