

INTERGRAPH CORP  
Form SC TO-I  
November 03, 2003

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D. C. 20549

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**SCHEDULE TO**  
**(RULE 14d-100)**

**TENDER OFFER STATEMENT UNDER**

**SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

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**INTERGRAPH CORPORATION**

*(Name of Subject Company (Issuer))*

**INTERGRAPH CORPORATION**

*(Names of Filing Person (Offeror))*

**Common Stock, par value \$.10 per share**

*(Title of Class of Securities)*

**458683109**

*(CUSIP Number of Class of Securities)*

**David Vance Lucas**

**Vice President, General Counsel and Secretary**

**Intergraph Corporation**

**Huntsville Alabama 35894-0001**

**(256) 730-2000**

*(Name, Address and Telephone Number of Person*

*Authorized to Receive Notices and Communications on Behalf of Filing Persons)*

*Copies to:*

**J. Allen Overby**

**Bass, Berry & Sims PLC**

**315 Deaderick Street, Suite 2700**

**Nashville, Tennessee 37238**

**(615) 742-6200**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

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

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\$280,000,000

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\$22,652

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- \* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 10,000,000 shares of the outstanding common stock, par value \$.10 per share, at a price per share of \$28.00 in cash.
- \*\* The amount of the filing fee equals \$80.90 per \$1 million of the transaction value and is estimated in accordance with Rule 0-11 under the Securities Exchange Act of 1934.
  - o 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: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

- o 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:

- o third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o 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: o

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**SCHEDULE TO**

This Tender Offer Statement on Schedule TO ( Schedule TO ) is being filed by Intergraph Corporation, a Delaware corporation ( Intergraph or the Company ), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the Exchange Act ), in connection with its offer to purchase for cash up to 10,000,000 shares of its Common Stock, par value \$0.10 per share, including the associated stock purchase rights issued under the Amended and Restated Rights Agreement, dated as of March 5, 2002, between the Company and Computershare Investor Services, LLC, as Rights Agent (the Common Stock ), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 3, 2003 (the Offer to Purchase ), and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(I)(A) and (a)(I)(B), respectively (which, together with any supplements or amendments thereto, collectively constitute the Offer ).

The information in the Offer, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference with respect to Items 1-11 of this Schedule TO, except as otherwise set forth below.

**Item 1. Summary Term Sheet.**

The information set forth in the Offer to Purchase in the section titled Summary Term Sheet is incorporated herein by reference.

**Item 2. Subject Company Information.**

- (a) The name of the issuer is Intergraph Corporation. The address of Intergraph's principal executive offices is 288 Dunlop Blvd., Huntsville, Alabama 35824. Intergraph's telephone number is (256) 730-2000.
- (b) The information set forth in the Offer to Purchase in the sections titled Introduction and Interests of Directors And Executive Officers; Transactions And Arrangements Concerning The Shares is incorporated herein by reference.
- (c) The information set forth in the Offer to Purchase in the section titled Price Range Of Shares; Dividends is incorporated herein by reference.

**Item 3. Identity and Background of Filing Person.**

- (a) The name of the filing person is Intergraph Corporation. Intergraph is the subject company. The address of Intergraph's principal executive offices is 288 Dunlop Blvd., Huntsville, Alabama 35824. Intergraph's telephone number is (256) 730-2000.

Pursuant to Instruction C to Schedule TO, the following persons are the directors and/or executive officers of Intergraph:

| Name                  | Position   |
|-----------------------|--|
| Sidney L. McDonald    | Chairman of the Board  |
| Michael D. Bills      | Director   |
| Richard W. Cardin     | Director   |
| Linda L. Green        | Director   |
| Lawrence R. Greenwood | Director   |
| Thomas J. Lee         | Director   |
| Joseph C. Moquin      | Director   |
| R. Halsey Wise        | President, Chief Executive Officer and Director                |
| Larry J. Laster       | Executive Vice President, Chief Financial Officer and Director |
| Roger O. Coupland     | President, Intergraph Public Safety, Inc.                      |

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| Name                  | Position   |
|-----------------------|--|
| Gerhard Sallinger     | President, Intergraph Process, Power & Offshore                      |
| Preetha R. Pulusani   | President, Intergraph Mapping and Geospatial Solutions               |
| William E. Salter     | President, Intergraph Solutions Group                                |
| Graeme J. Farrell     | Executive Vice President, Intergraph Asia Pacific, Inc.              |
| Edward A. Wilkinson   | Executive Vice President, Government Affairs                         |
| Ben Eazzetta          | Executive Vice President, Intergraph Process, Power & Offshore       |
| Joseph Fehrenbach     | Chief Financial Officer, Intergraph Solutions Group                  |
| R. Reid French        | Executive Vice President, Strategic Planning                         |
| Jack C. Ickes         | Vice President of Corporate Services                                 |
| David Vance Lucas     | Vice President, General Counsel and Secretary                        |
| Larry T. Miles        | Vice President of Finance  |
| Michael Scott Moore   | Chief Financial Officer, Intergraph Process, Power & Offshore        |
| Charlotte S. Thompson | Vice President and Chief Accounting Officer                          |
| Mark L. Woelke        | Chief Financial Officer, Intergraph Mapping and Geospatial Solutions |
| Eugene H. Wrobel      | Vice President and Treasurer   |

The business address and telephone number of each of the above directors and executive officers is c/o Intergraph Corporation, 288 Dunlop Blvd., Huntsville, Alabama 35824 and (256) 730-2000.

**Item 4. Terms of the Transaction.**

- (a)(1)(i) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms of the Offer, and Purchase Of Shares And Payment Of Purchase Price is incorporated herein by reference.
- (a)(1)(ii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms of the Offer, and The Offer Source and Amount of Funds is incorporated herein by reference.
- (a)(1)(iii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms of the Offer and The Offer Extension Of The Offer; Termination; Amendment is incorporated herein by reference.
- (a)(1)(iv) Not applicable.
- (a)(1)(v) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Extension Of The Offer; Termination; Amendment is incorporated herein by reference.
- (a)(1)(v) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Withdrawal Rights is incorporated herein by reference.
- (a)(1)(vi) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, The Offer Procedures For Tendering Shares and The Offer Withdrawal Rights is incorporated herein by reference.
- (a)(1)(vii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Purchase Of Shares And Payment Of Purchase Price is incorporated herein by reference.

- (a)(1)(ix) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, and The Offer Purchase Of Shares And Payment Of Purchase Price is incorporated herein by reference.
- (a)(1)(x) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Recent Developments; Purpose Of The Offer; Certain Effects Of The Offer is incorporated herein by reference.
- (a)(1)(x) Not applicable.
- (a)(1)(xi) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, The Offer Procedures For Tendering Shares, and The Offer Certain Federal Income Tax Consequences is incorporated herein by reference.
- (a)(2)(i-vii) Not applicable.
- (b) The information set forth in the Offer to Purchase in the section titled The Offer Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares is incorporated herein by reference.

**Item 5. Past Contacts, Transactions, Negotiations and Agreements.**

- (e) The information set forth in the Offer to Purchase in the sections titled The Offer Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares is incorporated herein by reference.

**Item 6. Purposes of the Transaction and Plans or Proposals.**

- (a) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Recent Developments; Purpose Of The Offer; Certain Effects Of The Offer is incorporated herein by reference.
- (b) The information set forth in the Offer to Purchase in the section titled The Offer Recent Developments; Purpose Of The Offer; Certain Effects Of The Offer is incorporated herein by reference.
- (c)(1-10) The information set forth in the Offer to Purchase in the sections titled Introduction, The Offer Recent Developments; Purpose Of The Offer; Certain Effects Of The Offer and The Offer Sources and Amount of Funds is incorporated herein by reference.

**Item 7. Source and Amount of Funds and Other Consideration.**

- (a) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Sources and Amount of Funds is incorporated herein by reference.
- (b) None.
- (d) Not applicable.

**Item 8. Interest in Securities of the Subject Company.**

- (a) The information set forth in the Offer to Purchase in the section titled The Offer Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares is incorporated herein by reference.
  - (b) The information set forth in the Offer to Purchase in the section titled The Offer Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares is incorporated herein by reference.
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**Item 9. *Persons/Assets, Retained, Employed, Compensated or Used.***

- (a) The information set forth in the Offer to Purchase in the section titled "The Offer Fees And Expenses" is incorporated herein by reference.

**Item 10. *Financial Statements.***

Not applicable.

**Item 11. *Additional Information.***

- (a)(1) The information set forth in the Offer to Purchase in the section titled "The Offer Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated herein by reference.
- (a)(2) The information set forth in the Offer to Purchase in the section titled "The Offer Certain Legal Matters; Regulatory Approvals" is incorporated herein by reference.
- (a)(3) The information set forth in the Offer to Purchase in the section titled "The Offer Certain Legal Matters; Regulatory Approvals" is incorporated herein by reference.
- (a)(4) The information set forth in the Offer to Purchase in the section titled "The Offer Recent Developments; Purpose Of The Offer; Certain Effects Of The Offer" is incorporated herein by reference.
- (a)(5) None.
- (b) The information set forth in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1)(A) and (a)(1)(B) hereto, respectively, is incorporated herein by reference.

**Item 12. *Exhibits.***

- (a)(1)(A) Offer to Purchase, dated November 3, 2003.
- (a)(1)(B) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
- (a)(1)(C) Notice of Guaranteed Delivery.
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F) Letter to Participants in the 2000 Intergraph Corporation Employee Stock Purchase Plan.
- (a)(2) None.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(A) Press Release dated October 30, 2003.\*
- (a)(5)(B) Script of October 30, 2003 Conference Call.\*

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(a)(5)(C) Summary Advertisement.

(a)(5)(D) Letter to Shareholders.

(b) None.

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- (d)(1) Amended and Restated Rights Agreement, dated March 5, 2002, between Intergraph Corporation and Computershare Investor Services, LLC, incorporated by reference to Exhibit 99 to the Company's Current Report on Form 8-K dated March 8, 2002.
  - (d)(2) Intergraph Corporation 1997 Stock Option Plan, incorporated by reference to Exhibit 10(d) to the Company's Annual Report on Form 10-K for the year ended December 31, 1996, under the Securities Exchange Act of 1934, File No. 0-9722, and Amendment to the Intergraph Corporation 1997 Stock Option Plan dated January 11, 1999, incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8 dated May 24, 1999.
  - (d)(3) Intergraph Corporation Nonemployee Director Stock Option Plan, incorporated by reference to Exhibit 10(h) to the Company's Annual Report on Form 10-K for the year ended December 31, 1997.
  - (d)(4) Intergraph Corporation Amended and Restated 2002 Stock Option Plan, incorporated by reference to Exhibit 10(l) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002.
  - (d)(5) Intergraph Corporation 2000 Employee Stock Purchase Plan, incorporated by reference to Exhibit A to the Company's Proxy Statement for its 2000 Annual Meeting of Shareholders, as filed with the SEC on March 22, 2000.
  - (d)(6) Employment Agreement between Intergraph Corporation and R. Halsey Wise, dated June 12, 2003, incorporated by reference to Exhibit 10(g) to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2003.
  - (g) Not applicable.
  - (h) Not applicable.
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\* Previously Filed

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

Not applicable.

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**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.

INTERGRAPH CORPORATION

By: /s/ R. HALSEY WISE

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Name: R. Halsey Wise

Title: President and Chief Executive Officer

Dated: November 3, 2003

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**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| (a)(1)(A)              | Offer to Purchase, dated November 3, 2003.   |
| (a)(1)(B)              | Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9). |
| (a)(1)(C)              | Notice of Guaranteed Delivery.   |
| (a)(1)(D)              | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.                                |
| (a)(1)(E)              | Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.             |
| (a)(1)(F)              | Letter to Participants in the 2000 Intergraph Corporation Employee Stock Purchase Plan.                                  |
| (a)(5)(C)              | Summary Advertisement.   |
| (a)(5)(D)              | Letter to Shareholders.  |