

GENLYTE GROUP INC
Form SC TO-C
November 27, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

SCHEDULE TO

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR SECTION 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**THE GENLYTE GROUP
INCORPORATED**

(Name of Subject Company (Issuer))

GOLF MERGER SUB, INC.

a wholly owned subsidiary of
PHILIPS HOLDING USA INC.

a wholly owned subsidiary of
KONINKLIJKE PHILIPS ELECTRONICS N.V.

(Name of Filing Persons (Offeror))

Common Stock, Par Value \$0.01 per share
(Title of Class of Securities)

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372302109

(CUSIP Number of Class of Securities)

**Joseph E. Innamorati, Esq.
Golf Merger Sub, Inc.
1251 Avenue of the Americas
New York, NY 10020-1104
(212) 536-0641**

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

with copies to:

**Neil T. Anderson, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
(212) 558-4960**

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
Not Applicable*	Not Applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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

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Date Filed:

N/A

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:

Forward-looking statements

This written material may contain certain forward-looking statements with respect to the financial condition, results of operations and business of Philips and certain of the plans and objectives of Philips with respect to these items, including without limitation completion of the tender offer and merger and any expected benefits of the merger. Completion of the tender offer and merger are subject to conditions, including satisfaction of a minimum tender condition and the need for regulatory approvals, and there can be no assurance those conditions can be satisfied or that the transactions described in this press release will be completed. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future and there are many factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements.

Additional Information

The tender offer described in this written material has not yet commenced, and this written material is neither an offer to purchase nor a solicitation of an offer to sell Genlyte's common stock. Investors and security holders are urged to read both the tender offer statement and the solicitation/recommendation statement regarding the tender offer described in this press release when they become available because they will contain important information. The tender offer statement will be filed by Philips with the Securities and Exchange Commission (SEC) and the solicitation/recommendation statement will be filed by Genlyte with the SEC. Investors and security holders may obtain a free copy of these statements (when available) and other documents filed by Philips or Genlyte with the SEC at the website maintained by the SEC at www.sec.gov. The tender offer statement and related materials, solicitation/recommendation statement, and such other documents may be obtained for free by directing such requests to Investor Relations of Genlyte at irelations@genlytegroup.com.

THE FOLLOWING WRITTEN MATERIAL WAS MADE AVAILABLE ON THE WEBSITE OF KONINKLIJKE PHILIPS ELECTRONICS N.V. ON NOVEMBER 26, 2007.

