

PEROT SYSTEMS CORP

Form SC TO-T/A

October 30, 2009

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**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. 6)**

**PEROT SYSTEMS CORPORATION**

*(Name of Subject Company (Issuer))*

**DII HOLDINGS INC.**

*(Offeror)*

**an indirect, wholly-owned subsidiary of**

**DELL INC.**

*(Parent of Offeror)*

*(Names of Filing Persons (identifying status as offeror, issuer or other person))*

**Class A Common Stock, \$0.01 par value per share**

*(Title of Class of Securities)*

**714265105**

*(CUSIP Number of Class of Securities)*

**Lawrence P. Tu**

**Senior Vice President and General Counsel**

**One Dell Way**

**Round Rock, Texas 78682**

**Phone (800) 289-3355**

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

**Copies to:**

**Robert L. Kimball  
Vinson & Elkins L.L.P.  
2001 Ross Avenue, Suite 3700  
Dallas, Texas 75201  
(214) 220-7700**

**William R. Volk  
Vinson & Elkins L.L.P.  
2801 Via Fortuna, Suite 100  
Austin, Texas 78746  
(512) 542-8400**

**CALCULATION OF FILING FEE**

**Transaction Valuation(1)**

**\$4,117,123,260**

**Amount of Filing Fee(2)**

**\$229,735.48**

- (1) Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase at a

purchase price of \$30.00 cash per share an aggregate of (i) 121,322,396 outstanding shares of Class A Common Stock of Perot Systems Corporation; and (ii) 15,915,046 shares of Class A Common Stock of Perot Systems Corporation that were subject to and reserved for issuance with respect to all outstanding options, restricted stock units or stock appreciation rights settleable in Class A Common Stock, in each case as provided by Perot Systems Corporation as of September 17, 2009, the most recent practicable date.

- (2) The filing fee, calculated in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended, and

Fee Rate  
Advisory #2 for  
Fiscal Year  
2010 issued by  
the Securities  
and Exchange  
Commission,  
equals \$55.80  
per million of  
the value of the  
transaction.

- 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: \$229,735.48  
Form of Registration No.: Schedule TO-T

Filing Party: Dell Inc. and DII Holdings Inc.  
Date Filed: October 2, 2009

- 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.

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Item 11. Additional Information

Item 12. Exhibits

SIGNATURE

EXHIBIT INDEX

EX-99.A.5.F

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This Amendment No. 6 (the Amendment) amends and supplements the Tender Offer Statement on Schedule TO (which, together with any amendments and supplements thereto, collectively constitute the Schedule TO) originally filed with the Securities and Exchange Commission on October 2, 2009 by (i) DII Holdings Inc., a Delaware corporation (the Purchaser) and an indirect, wholly-owned subsidiary of Dell Inc., a Delaware corporation (Dell), and (ii) Dell, as previously amended. The Schedule TO relates to the offer by the Purchaser to purchase all of the outstanding shares of Class A Common Stock, par value \$0.01 per share (the Shares), of Perot Systems Corporation, a Delaware corporation (Perot Systems), at a purchase price of \$30.00 per Share, net to the seller in cash, without interest thereon and less any applicable withholding or stock transfer taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 2, 2009 (which, together with any amendments and supplements thereto, collectively constitute the Offer to Purchase) and in the related Letter of Transmittal, copies of which are filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Capitalized terms used and not otherwise defined in this Amendment have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase. This Amendment is being filed on behalf of the Purchaser and Dell.

**Item 11. Additional Information.**

Item 11(a)(5) of the Schedule TO is hereby amended and supplemented by adding the following at the end of the first paragraph thereof:

On October 29, 2009, an order was entered denying the plaintiff's application for a temporary injunction. A copy of the order is filed as Exhibit (a)(5)(F) to the Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

- (a)(5)(F) Order Denying Application for Temporary Injunction, dated October 29, 2009, in *The Booth Family Trust v. Perot Systems Corporation, et al.* in the District Court of the State of Texas, County of Dallas (DC-09-13538).
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**SIGNATURE**

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

DELL INC.

By: /s/ Janet B. Wright  
Name: Janet B. Wright  
Title: Assistant Secretary

DII HOLDINGS INC.

By: /s/ Janet B. Wright  
Name: Janet B. Wright  
Title: Assistant Secretary

Date: October 30, 2009

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**EXHIBIT INDEX**

| Exhibit   | Description  |
|-----------|--|
| (a)(5)(F) | Order Denying Application for Temporary Injunction, dated October 29, 2009, in <i>The Booth Family Trust v. Perot Systems Corporation, et al.</i> in the District Court of the State of Texas, County of Dallas (DC-09-13538). |