

COMSYS IT PARTNERS INC  
Form SC TO-T/A  
April 09, 2010

As filed with the Securities and Exchange Commission on April 9, 2010

**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)**

**COMSYS IT PARTNERS, INC.**

**(Name of Subject Company Issuer)**

**TAURUS MERGER SUB, INC.,**

**a wholly owned subsidiary of Manpower Inc.**

**MANPOWER INC.**

**(Name of Filing Persons - Offeror)**

**COMMON STOCK**

**PAR VALUE \$0.01 PER SHARE**

(Title of Class of Securities)

**2051E 10 4**

(CUSIP Number of Class of Securities)

**Kenneth C. Hunt**

**Senior Vice President, General**

**Counsel and Secretary**

**Manpower Inc.**

**100 Manpower Place**

**Milwaukee, Wisconsin 53212**

**(414) 961-1000**

(Name, address and telephone number of person authorized to receive

notices and communication on behalf of Filing Person)

*Copies to:*

**Dennis F. Connolly**

**Godfrey & Kahn, S.C.**

**780 North Water Street**

**Milwaukee, Wisconsin 53202**

**J. Norfleet Pruden, III**

**K&L Gates LLP**

**214 North Tryon Street, 47th Floor**

**Charlotte, North Carolina 28202**

.. 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:

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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 amends and supplements the Tender Offer Statement on Schedule TO originally filed on March 4, 2010 and amended on March 17, 2010, March 30, 2010, April 1, 2010 and April 6, 2010 by Manpower Inc., a Wisconsin corporation ( Manpower ) and its wholly owned subsidiary, Taurus Merger Sub, Inc., a Delaware corporation ( Purchaser ), relating to the commencement of an offer to exchange outstanding shares of common stock, par value \$0.01 per share ( COMSYS Common Stock ), of COMSYS IT Partners, Inc., a Delaware corporation ( COMSYS ), for \$17.65 in cash or \$17.65 in fair market value of shares of common stock, par value \$0.01 per share, of Manpower ( Manpower Common Stock ), where fair market value is the average trading price of Manpower Common Stock as described in the Prospectus referenced below (the Exchange Offer ).

The Exchange Offer is made pursuant to an Agreement and Plan of Merger, dated as of February 1, 2010, by and among Manpower, Purchaser and COMSYS, which contemplates the Exchange Offer and the merger of Purchaser into COMSYS (the Merger , and, together with the Exchange Offer, the Transaction ). Manpower has filed a registration statement with the Securities and Exchange Commission on Form S-4, dated March 4, 2010 and amended on March 17, 2010, relating to the shares of Manpower Common Stock that may be issued to stockholders of COMSYS in the Exchange Offer and the Merger (the Registration Statement ). The terms and conditions of the Exchange Offer and the Merger (as may from time to time be amended, supplemented or finalized) are described in the Prospectus which is a part of the Registration Statement (the Prospectus ), and the related Letter of Election and Transmittal, which are Exhibits (a)(4) and (a)(4)(B) and (a)(1)(A), respectively, hereto.

As permitted by General Instruction F to Schedule TO, all of the information in the Prospectus and the related Letter of Election and Transmittal, and any prospectus supplement or other amendment thereto related to the Exchange Offer hereafter filed with the Securities and Exchange Commission by Manpower and Purchaser, is hereby expressly incorporated by reference in answer 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, among COMSYS, Manpower and Purchaser dated as of February 1, 2010 (the Merger Agreement ), a copy of which is attached as Exhibit (d)(1) to this Schedule TO, is incorporated in this Schedule TO by reference.

**ITEM 1. SUMMARY TERM SHEET**

Item 1 of this Schedule TO is hereby amended and supplemented by adding the text set forth below in Item 4.

**ITEM 4. TERMS OF THE TRANSACTION**

Item 4 of this Schedule TO is hereby amended and supplemented by adding the text set forth below:

On April 9, 2010, Manpower announced the final results of the elections of COMSYS stockholders whose shares of COMSYS Common Stock were validly tendered and acquired for payment in the Exchange Offer.

A total of 19,241,382 shares of COMSYS Common Stock, representing approximately 87% of the outstanding shares of COMSYS Common Stock on a fully diluted basis, were validly tendered and acquired in the Exchange Offer. Of these shares, approximately 90% were tendered for Cash Consideration and approximately 10% were tendered for Manpower Common Stock Consideration, and therefore the cash election was oversubscribed. As a result, COMSYS stockholders who elected Stock Consideration will receive .304 of a share of Manpower Common Stock per COMSYS share and COMSYS stockholders who elected Cash Consideration will receive, on a per COMSYS share basis, approximately \$9.76 in cash without interest and approximately .136 of a share of Manpower Common Stock. COMSYS stockholders will receive cash for any fractional share otherwise issuable to them after aggregating all fractional shares that they would otherwise receive.

Manpower also announced that the amount of Manpower Common Stock to be issued in its acquisition of COMSYS pursuant to the Exchange Offer and Merger was sufficient to satisfy the continuity of interest test under Section 368 of the Internal Revenue Code of 1986, as amended (the Code ). The continuity of interest test is generally viewed as satisfied if the total value of shares of Manpower Common Stock issued to COMSYS stockholders in exchange for their shares of COMSYS Common Stock constitutes at least forty percent of the aggregate consideration transferred in the transaction. Because the continuity of interest was satisfied, on April 6, 2010, Manpower completed the merger of COMSYS with a wholly owned subsidiary of Manpower (the Second Merger ) as required under the Merger Agreement. As a result of this Second Merger, Manpower believes the acquisition of COMSYS through the Exchange Offer and the Merger should qualify as a tax-free reorganization under Section 368 of the Code.

On April 9, 2010, Manpower also issued a press release announcing the final results and final proration of the Exchange Offer and the completion of the Second Merger, which is attached hereto as Exhibit (a)(5)(J). The information in the press release is incorporated herein by reference.

**ITEM 11. ADDITIONAL INFORMATION**

Item 11(b) is hereby amended and supplemented by adding the text set forth in Item 4.

**ITEM 12. EXHIBITS.**

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

(a)(5)(J) Press release issued on April 9, 2010

**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.

Dated: April 9, 2010.

**MANPOWER INC.**

By: */s/ Michael J. Lynch*  
Name: Michael J. Lynch  
Title: Vice President, International Support Services and General Counsel International

**TAURUS MERGER SUB, INC.**

By: */s/ Michael J. Lynch*  
Name: Michael J. Lynch  
Title: Vice President and Secretary

**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
(a)(1)(A)	Form of Letter of Election and Transmittal (incorporated by reference to Exhibit 99.1 to Manpower's Registration Statement on Form S-4, filed on March 4, 2010 as amended on March 17, 2010 (the "S-4"))
(a)(1)(B)	Form of Notice of Guaranteed Delivery (incorporated by reference to Exhibit 99.2 to the S-4)
(a)(1)(C)	Form of Letter from Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.3 to the S-4)
(a)(1)(D)	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 the S-4)
(a)(1)(E)	Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 (incorporated by reference to Exhibit 99.5 to the S-4)
(a)(4)	Prospectus relating to shares of Manpower Common Stock to be issued in the Exchange Offer and the Merger (incorporated by reference to the S-4)
(a)(4)(B)	Prospectus relating to shares of Manpower Common Stock to be issued in the Exchange Offer and the Merger (incorporated by reference to Manpower's Prospectus Filed under Rule 424(b)(3) of the Securities Act of 1933 on March 30, 2010)
(a)(5)(A)	Press release issued on March 4, 2010, announcing the commencement of the exchange offer*
(a)(5)(B)	Press release issued on February 2, 2010 (incorporated by reference to Exhibit 99.1 to Manpower's Current Report on Form 8-K, filed on February 2, 2010)
(a)(5)(C)	Investor presentation excerpt dated February 2, 2010 (incorporated by reference to Exhibit 99.2 to Manpower's Current Report on Form 8-K, filed on February 2, 2010)
(a)(5)(D)	Transcript of Manpower's Fourth Quarter and Full Year 2009 Earnings Conference Call (incorporated by reference to Manpower's 425 filing on February 2, 2010)
(a)(5)(E)	Manpower presentation for the Credit Suisse Annual Global Services Conference (incorporated by reference to Manpower's 425 filing on February 22, 2010)
(a)(5)(F)	Press release issued on March 16, 2010 (incorporated by reference to Manpower's 425 filing on March 17, 2010)
(a)(5)(G)	Press release issued on March 31, 2010 (incorporated by reference to Manpower's 425 filing on April 1, 2010)
(a)(5)(H)	Press release issued on April 5, 2010 (incorporated by reference to Manpower's 425 filing on April 5, 2010)
(a)(5)(I)	Press release issued on April 5, 2010 (incorporated by reference to Manpower's 425 filing on April 6, 2010)
(a)(5)(J)	Press release issued on April 9, 2010
(d)(1)	Agreement and Plan of Merger among COMSYS IT Partners, Inc., Manpower Inc. and Taurus Merger Sub, Inc. dated as of February 1, 2010 (incorporated by reference to Appendix A to the prospectus contained in the S-4)
(d)(2)	Letter Agreement between Manpower Inc. and COMSYS IT Partners, Inc., dated as of March 3, 2010 (incorporated by reference to Exhibit 2.2 to the S-4)
(d)(3)	Tender and Voting Agreement dated as of February 1, 2010, between Manpower Inc. and the persons listed on Schedule I thereto (incorporated by reference to Exhibit 2.2 to Manpower's Current Report on Form 8-K, filed on February 2, 2010)

\* Previously filed with this Schedule TO on March 4, 2010.

**EXHIBIT  
NUMBER**

**DESCRIPTION**

- |        |  |
|--------|--|
| (d)(4) | Employment Agreement dated as of February 1, 2010 between Manpower Inc. and Michael H. Barker (incorporated by reference to Exhibit 10.1 to the S-4)                                 |
| (d)(5) | Confidentiality and Non-Disclosure Agreement between Manpower Inc. and COMSYS IT Partners, Inc. dated November 19, 2009 (incorporated by reference to Exhibit 10.2 to the S-4)       |
| (h)(1) | Opinion and consent of Godfrey & Kahn, S.C. regarding the federal income tax consequences of the Exchange Offer and the Merger (incorporated by reference to Exhibit 8.1 to the S-4) |
| (h)(2) | Opinion and consent of K&L Gates LLP regarding the federal income tax consequences of the Exchange Offer and the Merger (incorporated by reference to Exhibit 8.2 to the S-4)        |