

ELECTRONIC ARTS INC  
Form SC TO-C  
July 31, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE TO**

**(Rule 13e-4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**ELECTRONIC ARTS INC.**

**(Name Of Subject Company (Issuer) and Filing Person (Offeror))**

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**Options to Purchase Common Stock, Par Value \$0.01 Per Share**

**(Title of Class of Securities)**

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**285512109**

**(CUSIP Number of Class of Securities (Underlying Common Stock))**

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**Stephen G. Bené**

**Senior Vice President, General Counsel and Secretary**

**Electronic Arts Inc.**

**209 Redwood Shores Parkway**

**Redwood City, California 94065**

**(650) 628-1500**

**(Name, Address, and Telephone Number of Person Authorized to Receive Notices**

**and Communications on Behalf of Filing Persons)**

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*With copies to:*

**Diane Holt Frankle**

**William H. Hoffman**

**John G. Saia**

**DLA Piper Rudnick Gray Cary US LLP**

**2000 University Avenue**

**East Palo Alto, California 94303**

**(650) 833-2000**

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**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
Not applicable

**Amount of Filing fee\***  
Not applicable

\* No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

\*\* 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: Not applicable  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

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:



**Explanatory Note**

On June 19, 2006, the Board of Directors of Electronic Arts Inc. (the Company) authorized, subject to stockholder approval, a voluntary program that will permit eligible employees to exchange certain outstanding stock options that are significantly underwater for a lesser number of shares of restricted stock or restricted stock units (the Exchange Program).

On July 28, 2006, Gabrielle Toledano, the Company's Senior Vice President, Human Resources, sent an email announcing that the Exchange Program had been approved by the Company's stockholders at the Annual Meeting of Stockholders, which took place on July 27, 2006. The text of this email is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Ms. Toledano's email also contained two PowerPoint slides comparing types of equity awards offered in the Exchange Program, which are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

Upon commencement of the Exchange Program, the Company will provide option holders who are eligible to participate in the exchange with written materials explaining the precise terms and timing of the Exchange Program. The Company will also file these written materials with the Securities and Exchange Commission (the SEC) as part of a tender offer statement. EMPLOYEES WHO ARE ELIGIBLE TO PARTICIPATE IN THE EXCHANGE PROGRAM ARE URGED TO READ THESE WRITTEN MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE EXCHANGE PROGRAM. The Company's stockholders and option holders will be able to obtain these written materials, and other documents that will be filed by the Company with respect to the Exchange Offer, free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the Company's stockholders and option holders may obtain free copies of documents filed by the Company with the SEC at <http://investor.ea.com>, or by directing a request to Electronic Arts Inc., 209 Redwood Shores Parkway, Redwood City, California 94065, attention: Investor Relations, telephone: (650) 628-7352.

**ITEM 12. EXHIBITS.**

- 99.1 Text of an email from Gabrielle Toledano regarding stockholder approval of the Exchange Program, as transmitted on July 28, 2006.
- 99.2 PowerPoint presentation comparing types of equity awards offered in the Exchange Program, as transmitted by Gabrielle Toledano on July 28, 2006.

**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.

ELECTRONIC ARTS INC.

By: /s/ Stephen G. Bené  
Stephen G. Bené  
Senior Vice President, General Counsel and  
Corporate Secretary

Dated: July 28, 2006

**EXHIBIT INDEX**

<b>EXHIBIT</b>	<b>DESCRIPTION OF EXHIBIT</b>
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