

Mobileye N.V.
Form SC TO-T/A
April 20, 2017

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. 1)

Mobileye N.V.

(Name of Subject Company (Issuer))

Cyclops Holdings, LLC

(Offeror)

a wholly owned subsidiary of

Intel Corporation

(Ultimate Parent of Offeror)

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

Ordinary shares, nominal value 0.01 per share

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(Title of Class of Securities)

N51488117

(CUSIP Number of Class of Securities)

Steve Rodgers

Executive Vice President and General Counsel

Intel Corporation

2200 Mission College Blvd.

Santa Clara, California 95054-1549

Telephone: (408) 765-8080

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

with copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee**

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\$15,397,689,308.00

\$1,784,592.00

- * Calculated solely for purposes of determining the filing fee. The calculation of the transaction value is determined by adding the sum of (i) 222,411,106 ordinary shares, nominal value 0.01 per share, of Mobileye N.V. multiplied by the offer consideration of \$63.54 per share, (ii) the net offer consideration for 28,435,593 shares issuable pursuant to outstanding stock options with an exercise price less than \$63.54 per share (which is calculated by multiplying the number of shares underlying such outstanding stock options by an amount equal to \$63.54 minus the weighted average exercise price for such stock options of \$21.27 per share) and (iii) 1,002,756 shares subject to issuance pursuant to restricted share units multiplied by the offer consideration of \$63.54 per share. The foregoing share figures have been provided by the issuer to the offeror and are, as of March 31, 2017, the most recent practicable date.
- ** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2017, issued August 31, 2016, by multiplying the transaction value by 0.0001159.

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:
\$1,784,592.00
Form or Registration No.: Schedule
TO

Filing Party: Cyclops Holdings, LLC
and Intel Corporation
Date Filed: April 5, 2017

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 (this **Amendment No. 1**) amends and supplements the Tender Offer Statement on Schedule TO initially filed with the United States Securities and Exchange Commission on April 5, 2017 (together with any amendments and supplements thereto, the **Schedule TO**) in relation to the tender offer by Cyclops Holdings, LLC, a Delaware limited liability company (**Purchaser**) and a wholly owned subsidiary of Intel Corporation, a Delaware corporation (**Intel**), for all outstanding ordinary shares, nominal value 0.01 per share (the **Shares**), of Mobileye N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands registered with the trade register in The Netherlands under file number 34158597 (**Mobileye**), at a price of \$63.54 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash, upon the terms and conditions set forth in the offer to purchase dated April 5, 2017 (the **Offer to Purchase**), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal (the **Letter of Transmittal**), a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO.

Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase, and the Letter of Transmittal remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO. This Amendment No. 1 should be read in conjunction with the Schedule TO, the Offer to Purchase, and the Letter of Transmittal.

Item 3 Identity and Background of Filing Person.

The information provided in Schedule I of the Offer to Purchase with respect to each of Diane M. Bryant, Venkata S. M. (Murthy) Renduchintala, and Stacy J. Smith is hereby superseded and amended in its entirety to read as follows:

| Name | Citizenship | Present Principal Occupation or Employment |
|-----------------|--------------------|---|
| Diane M. Bryant | United States | Function: Group President of the Data Center Group |

Professional Background: Diane M. Bryant has served as group president of the Data Center Group for Intel Corporation since April 2017. Bryant served as general manager of the Data Center Group for Intel Corporation from February 2012 to April 2017 and as executive vice president from April 2016 to April 2017. Bryant leads the worldwide organization that develops the data center platforms for the digital services economy, generating \$17 billion in revenue in 2016.

In her current role, she manages the data center P&L, strategy, and product development for cloud service providers, communications service providers, enterprise and government infrastructure, spanning server, storage, and network solutions.

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Previously, Bryant was corporate vice president and chief information officer of Intel. She was responsible for the corporate-wide information technology solutions and services that enabled Intel's business strategies for growth and efficiency.

A tireless advocate for women and underrepresented minorities, Bryant has served as the executive sponsor of the Network of Intel African American Employees and on the technical board of the Anita Borg Institute. She was named among Fortune's 50 Most Powerful Women in Business in 2015 and 2016. In 2016, World Affairs and its Global Philanthropy Forum honored Bryant with its Global Citizen Award. Business Insider ranked Bryant #32 in the list of Silicon Valley 100 of 2016. She is an Intel spokesperson for STEM education, and established the Diane Bryant endowed scholarship fund for Diversity in Engineering at U.C. Davis. In 2017, U.C. Davis honored Bryant with Outstanding Alumnus of the Year.

She was elected to the United Technologies Corp. board of directors in December 2016.

Bryant received her bachelor's degree in electrical engineering from U.C. Davis in 1985 and joined Intel the same year. She attended the Stanford Executive Program and holds four U.S. patents.

| Name | Citizenship | Present Principal Occupation or Employment |
|-----------------------------|----------------|--|
| Venkata S. M. (Murthy) | United Kingdom | Function: Group President, Client and Internet of Things Businesses and System Architecture Group, and Chief Engineering Officer |
| Renduchintala | | Professional Background: Dr. Renduchintala has served as group president, Client and Internet of Things Businesses and Systems Architecture Group, and chief engineering officer since April 2017. Dr. Renduchintala served as executive vice president and president, Client and Internet of Things Businesses and Systems Architecture Group from November 2015 to April 2017. From 2004 to 2015, Dr. Renduchintala held various senior positions at Qualcomm Incorporated, most recently as Co-President of Qualcomm CDMA Technologies from June 2012 to November 2015 and Executive Vice President of Qualcomm Technologies Inc. from October 2012 to November 2015. Before joining Qualcomm, Dr. Renduchintala served as Vice President and General Manager of the Cellular Systems Division of Skyworks Solutions Inc./Conexant Systems Inc. and he spent a decade with Philips Electronics, where he held various positions, including Vice President of Engineering for its consumer communications business. |
| Stacy J. Smith | United States | Function: Group President, Manufacturing, Operations and Sales of Intel |
| | | Professional Background: Stacy J. Smith has served as group president, Manufacturing, Operations and Sales since April 2017. Mr. Smith served as executive vice president, Manufacturing, Operations and Sales from October 2016 to April 2017. From November 2012 to October 2016, Mr. Smith served as Executive Vice President, Chief Financial Officer. Previously, Mr. Smith served as Senior Vice President, Chief Financial Officer from January 2010 to November 2012; Vice President, Chief Financial Officer from 2007 to 2010; and Vice President, Assistant Chief Financial Officer from 2006 to 2007. From 2004 to 2006, Mr. Smith served as Vice President, Finance and Enterprise Services and Chief Information Officer. Mr. Smith joined Intel in 1988. Mr. Smith also serves on the board of directors of Autodesk, Inc. |

Item 12. Exhibits.

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

Exhibit

| No. | Description |
|-----------|---|
| (a)(5)(I) | English Translation of the Japanese-language Extraordinary Report filed by Intel Corporation with the Director-General of the Kanto Local Finance Bureau of the Ministry of Finance of Japan pursuant to the Financial Instruments and Exchange Act of Japan, dated April 20, 2017. |
| (d)(8) | Power of Attorney of Intel Corporation and Cyclops Holdings, LLC, dated April 20, 2017. |

SIGNATURES

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

Dated: April 20, 2017

Cyclops Holdings, LLC

By: /s/ Robert H. Swan
Robert H. Swan
Manager

Intel Corporation

By: /s/ Robert H. Swan
Robert H. Swan
Executive Vice President and
Chief Financial Officer

Exhibit

| No. | Description |
|-----------|--|
| (a)(1)(A) | Offer to Purchase, dated April 5, 2017.* |
| (a)(1)(B) | Form of Letter of Transmittal (including the Declaration of Status for Israeli Income Tax Purposes and Substitute Form W-9).* |
| (a)(1)(C) | Form of 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) | Text of Summary Advertisement as published in <i>The Wall Street Journal</i> on April 5, 2017.* |
| (a)(5)(A) | Joint Press Release issued by Intel Corporation and Mobileye N.V., dated March 13, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017). |
| (a)(5)(B) | Investor Presentation, dated March 13, 2017 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017). |
| (a)(5)(C) | Intel Acquires Mobileye Frequently Asked Questions, dated March 13, 2017 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017). |
| (a)(5)(D) | Letter to Intel Corporation Employees from Brian Krzanich, Chief Executive Officer of Intel Corporation, dated March 13, 2017 (incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017). |
| (a)(5)(E) | Intel Corporation and Mobileye N.V. Transaction Website Homepage, published March 13, 2017 (incorporated by reference to Exhibit 99.3 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017). |
| (a)(5)(F) | Transcript of Joint Investor Conference Call held by Intel Corporation and Mobileye N.V. on March 13, 2017 (incorporated by reference to Exhibit 99.4 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017). |
| (a)(5)(G) | Intel Corporation to Acquire Mobileye N.V. Revised Frequently Asked Questions (FAQ), dated March 17, 2017 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 17, 2017). |
| (a)(5)(H) | Text of Press Release issued by Intel Corporation, dated April 5, 2017, announcing launch of Tender Offer.* |
| (a)(5)(I) | English Translation of the Japanese-language Extraordinary Report filed by Intel Corporation with the Director-General of the Kanto Local Finance Bureau of the Ministry of Finance of Japan pursuant to the Financial Instruments and Exchange Act of Japan, dated April 20, 2017. |
| (d)(1) | Purchase Agreement, dated as of March 12, 2017, by and among Intel Corporation, Cyclops Holdings, Inc., and Mobileye N.V. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017). |

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- (d)(2) Confidentiality Agreement, effective as of February 1, 2017, by and between Intel Corporation and Mobileye N.V.*
- (d)(3) Transaction Letter, dated as of February 1, 2017, by and between Intel Corporation and Mobileye N.V.*
- (d)(4) Tender and Support Agreement, dated as of March 12, 2017, by and between Intel Corporation, Ziv Aviram, and Cyclops Holdings, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).
- (d)(5) Tender and Support Agreement, dated as of March 12, 2017, by and between Intel Corporation, Amnon Shashua, and Cyclops Holdings, Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).
- (d)(6) Non-Competition Agreement, dated as of March 12, 2017, by and between Intel Corporation and Amnon Shashua (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).
- (d)(7) Employment Agreement Addendum, dated as of March 12, 2017, by and between Mobileye Vision Technologies Ltd. and Amnon Shashua.*
- (d)(8) Power of Attorney of Intel Corporation and Cyclops Holdings, LLC, dated April 20, 2017.

* Previously filed with the United States Securities and Exchange Commission by Cyclops Holdings, LLC in its Tender Offer Statement on Schedule TO on April 5, 2017.