

EndoChoice Holdings, Inc.
Form SC TO-T
October 07, 2016

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)

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

ENDOCHOICE HOLDINGS, INC.
(Name of Subject Company (Issuer))

Falcon Merger Corp.
a direct wholly-owned subsidiary of

Boston Scientific Corporation
(Names of Filing Persons (Offerors))

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

29272U103
(CUSIP Number of Class of Securities (Underlying Common Stock))

Vance R. Brown
Vice President and Chief Corporate Counsel
300 Boston Scientific Way, Marlborough,
Massachusetts 01752-1234
(508) 683-4000
(Name, Address, and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Julie Scallen
Steven B. Stokdyk

**Latham & Watkins LLP
John Hancock Tower, 27th Floor
200 Clarendon Street
Boston, MA 02116
(617) 948-6000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$208,047,936.00	\$24,112.76

*

Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of up to 26,005,992 shares of common stock, par value \$0.001 per share, of EndoChoice Holdings, Inc., at a purchase price of \$8.00 per share. Such number of shares consists of 26,005,992 shares of common stock issued and outstanding as of October 6, 2016.

**

The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), equals 0.0001159 of the transaction valuation.

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:
Form or Registration No.

Filing Party:
Date Filed:

o

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:

ý

third-party tender offer subject to Rule 14d-1.

o

issuer tender offer subject to Rule 13e-4.

o

going-private transaction subject to Rule 13e-3.

o

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: o

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This Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, this "*Schedule TO*") relates to the offer by Falcon Merger Corp., a Delaware corporation (the "*Purchaser*") and a direct wholly-owned subsidiary of Boston Scientific Corporation, a Delaware corporation ("*BSC*"), to purchase all of the issued and outstanding shares of common stock, par value \$0.001 per share, (the "*Shares*"), of EndoChoice Holdings, Inc., a Delaware corporation ("*EndoChoice*"), at a purchase price of \$8.00 per share, net to the seller in cash, without interest, subject to any withholding of taxes required by applicable law, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 7, 2016 (the "*Offer to Purchase*"), and in the related Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. This Schedule TO is being filed on behalf of BSC and the Purchaser.

The information set forth in the Offer to Purchase, including Schedule I thereto, is hereby incorporated by reference in answers to Items 1 through 11 of this Schedule TO, and is supplemented by the information specifically provided herein.

Item 1. Summary Term Sheet

The information set forth in the "Summary Term Sheet" of the Offer to Purchase is incorporated herein by reference.

Item 2. Subject Company Information

(a) The name of the subject company and the issuer of the securities to which this Schedule TO relates is EndoChoice Holdings, Inc. EndoChoice's principal executive offices are located at 11405 Old Roswell Road, Alpharetta, Georgia 30009. The telephone number at EndoChoice's principal executive offices is (888) 682-3636.

(b) This statement relates to the common stock, par value \$0.001 per share. Based upon information provided by EndoChoice, as of the close of business on October 6, there were 26,005,992 shares of common stock issued and outstanding. The information set forth in the "Introduction" of the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in Section 6 of the Offer to Purchase, entitled "Price Range of the Shares; Dividends on the Shares" is incorporated herein by reference.

Item 3. Identity and Background of Filing Person

(a), (b), (c) This Schedule TO is filed by BSC and the Purchaser. The information set forth in Section 9 of the Offer to Purchase, entitled "Certain Information Concerning BSC and the Purchaser" and Schedule I to the Offer to Purchase is incorporated herein by reference.

Item 4. Terms of the Transaction

(a) The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements

(a), (b) The information set forth in the "Introduction," Section 9, entitled "Certain Information Concerning BSC and the Purchaser," Section 11, entitled "Background of the Offer; Past Contacts, Negotiations and Transactions," Section 12, entitled "Purpose of the Offer; Plans for EndoChoice; Other Matters" and Section 13, entitled "The Merger Agreement; Other Agreements," of the Offer to Purchase is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals

(a), (c)(1)-(7) The information set forth in the "Introduction," Section 7, entitled "Effect of the Offer on the Market for the Shares; NYSE Listing; Exchange Act Registration; Margin Regulations," Section 12, entitled "Purpose of the Offer; Plans for EndoChoice; Other Matters," and Section 13,

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entitled "The Merger Agreement; Other Agreements," of the Offer to Purchase is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration

(a), (b), (d) The information set forth in Section 10 of the Offer to Purchase, entitled "Source and Amount of Funds," is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company

The information set forth in the "Introduction" and Section 9, entitled "Certain Information Concerning BSC and the Purchaser," of the Offer to Purchase is incorporated herein by reference.

Item 9. Persons/Assets Retained, Employed, Compensated or Used

(a) The information set forth in Section 11, entitled "Background of the Offer; Past Contacts, Negotiations and Transactions," Section 12, entitled "Purpose of the Offer; Plans for EndoChoice; Other Matters," Section 13, entitled "The Merger Agreement; Other Agreements," and Section 16, entitled "Fees and Expenses," of the Offer to Purchase is incorporated herein by reference.

Item 10. Financial Statements

(a), (b) Not applicable.

Item 11. Additional Information

(a)(1) The information set forth in Section 9, entitled "Certain Information Concerning BSC and the Purchaser," Section 11, entitled "Background of the Offer; Past Contacts, Negotiations and Transactions," and Section 13, entitled "The Merger Agreement; Other Agreements," of the Offer to Purchase is incorporated herein by reference.

(a)(2), (3) The information set forth in Section 13, entitled "The Merger Agreement; Other Agreements," Section 14, entitled "Conditions of the Offer" and Section 15, entitled "Certain Legal Matters," of the Offer to Purchase is incorporated herein by reference.

(a)(4) The information set forth in Section 7 of the Offer to Purchase entitled "Effect of the Offer on the Market for the Shares; NYSE Listing; Exchange Act Registration; Margin Regulations" is incorporated herein by reference.

(a)(5) The information set forth in Section 17, entitled "Legal Proceedings," of the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 12. Exhibits

(a)(1)(A) Offer to Purchase, dated as of October 7, 2016

(a)(1)(B) Letter of Transmittal

(a)(1)(C) Notice of Guaranteed Delivery

(a)(1)(D) Letter to Brokers, Dealers, Banks, Trust Companies and other Nominees

(a)(1)(E) Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and other Nominees

(a)(1)(F) Joint Press Release issued by EndoChoice and BSC dated September 27, 2016 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by BSC with the SEC on September 27, 2016)

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- (a)(1)(G) Summary Advertisement published on October 7, 2016
- (a)(1)(H) Press Release issued by BSC, dated October 7, 2016
- (d)(1) Agreement and Plan of Merger, dated as of September 27, 2016, by and among BSC, the Purchaser and EndoChoice (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by EndoChoice with the SEC on September 27, 2016)
- (d)(2) Form of Tender and Support Agreement(s), dated as of September 27, 2016, which were entered into among BSC and the Purchaser and certain stockholders of EndoChoice (incorporated by reference to Exhibit 2.2 to the Current Report on Form 8-K filed by EndoChoice with the SEC on September 27, 2016)
- (d)(3) Confidentiality Agreement, dated as of June 6, 2016, by and between BSC and EndoChoice.

Item 13. Information Required By Schedule 13e-3.

Not applicable.

SIGNATURES

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.

Falcon Merger Corp.

By: /s/ VANCE R. BROWN

Name: Vance R. Brown

Title: *Vice President and Secretary*

Boston Scientific Corporation

By: /s/ VANCE R. BROWN

Name: Vance R. Brown

Title: *Vice President and Chief Corporate Counsel*

Date: October 7, 2016

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