

PARAMETRIC TECHNOLOGY CORP  
Form SC TO-I/A  
August 01, 2005

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**AMENDMENT NO. 3**

**to**

**SCHEDULE TO**

**(RULE 13e-4)**

**TENDER OFFER STATEMENT**

*UNDER*

**SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

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**PARAMETRIC TECHNOLOGY CORPORATION**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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**Options to Purchase Common Stock**

**par value \$.01 per share**

(Title of Class of Securities)

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**699173100**

(CUSIP Number of Class of Securities)

(Underlying Common Stock)

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**Cornelius F. Moses, III**

**Executive Vice President and Chief Financial Officer**

**Parametric Technology Corporation**

**140 Kendrick Street**

**Needham, Massachusetts 02494**

**(781) 370-5000**

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

*Copy to:*

**Matthew C. Dallett**

**Palmer & Dodge LLP**

**111 Huntington Avenue**

**Boston, Massachusetts 02199**

**(617) 239-0100**

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**CALCULATION OF FILING FEE**

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<b>Transaction Valuation</b>	<b>Amount of Filing Fee</b>
\$13,724,051 <sup>(1)</sup>	\$1,616 <sup>(2)</sup>

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(1) Calculated solely for purposes of determining the filing fee in accordance with Rule 457(o). The amount assumes the purchase from eligible employees of all outstanding eligible options to purchase shares of common stock of Parametric Technology Corporation (PTC)

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with an exercise price equal to or greater than \$9.00 per share granted under the PTC 2000 Equity Incentive Plan, the PTC 1997 Incentive Stock Option Plan, the PTC 1997 Nonstatutory Stock Option Plan, the PTC 1987 Incentive Stock Option Plan, the Computervision Corporation 1992 Stock Option Plan, the Division Group PLC Approved Employee Share Option Scheme and the Division Group PLC Unapproved Employee Share Option Scheme at the prices stated in the offer document for an aggregate purchase price of \$13,724,051.

(2) Previously paid on July 6, 2005.

.. Check 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.	Filing Party:	Not Applicable
Form or Registration No.:	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.
- x  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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**INTRODUCTORY STATEMENT**

This Amendment No. 3 to Schedule TO is filed by Parametric Technology Corporation, a Massachusetts corporation ( PTC ), and amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 6, 2005 (as amended and supplemented to date, the Schedule TO ), in connection with PTC s Offer to Exchange Outstanding Options with Exercise Prices of \$9 or More, dated July 6, 2005. This amendment is being filed solely to add additional exhibits to the Schedule TO.

**Item 12. Exhibits.**

See attached Exhibit Index.

**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.

PARAMETRIC TECHNOLOGY CORPORATION

By: */s/ CORNELIUS F. MOSES, III*  
**Cornelius F. Moses, III**  
**Executive Vice President and Chief Financial Officer**

Date: July 29, 2005

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(i)	Offer to Exchange Outstanding Options with Exercise Prices of \$9 or More, dated July 6, 2005.*
(a)(1)(ii)	Email dated July 6, 2005 to employees of Parametric Technology Corporation from C. Richard Harrison announcing Offer to Exchange.*
(a)(1)(iii)	Form of Election to Tender Options for Exchange (Electronic).*
(a)(1)(iv)	Form of Election to Tender Options for Exchange (Paper).*
(a)(1)(v)	Form of email confirming receipt of Election to Tender Options for Exchange.*
(a)(1)(vi)	Form of Withdrawal of Options Tendered for Exchange (Electronic).*
(a)(1)(vii)	Form of Withdrawal of Options Tendered for Exchange (Paper).*
(a)(1)(viii)	Form of email confirming receipt of Withdrawal of Options Tendered for Exchange.*
(a)(1)(ix)	Form of email reminder notice of expiration of Offer to Exchange.*
(a)(1)(x)	Form of email confirming acceptance of options and results of Offer to Exchange. (Aggregate)*
(a)(1)(xi)	Form of email confirming acceptance of options for exchange. (Individual)*
(a)(1)(xii)	Form of letter confirming acceptance of options for exchange (Individual).*
(a)(1)(xiii)	Frequently Asked Questions (FAQs).*
(a)(1)(xiv)	Letter dated July 6, 2005 to employees of Parametric Technology Corporation receiving the Offer to Exchange in paper form from C. Richard Harrison announcing the Offer to Exchange.*
(a)(1)(xv)	Frequently Asked Questions (FAQs) #2.*
(a)(1)(xvi)	Form of email circulating Frequently Asked Questions #2.*
(a)(1)(xvii)	Email from Pacific Rim Human Resources Department to Parametric Technology Corporation's employees located in the Pacific Rim dated July 7, 2005.*
(a)(1)(xviii)	Frequently Asked Questions (FAQs) #3.
(a)(1)(xix)	Form of email circulating Frequently Asked Questions (FAQs) #3.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)	Not applicable.
(a)(6)	Not applicable.
(b)	Not applicable.
(d)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

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\* Previously filed.