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THOMSON CORP /CAN/
Form SC TO-T/A
May 08, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)

ELITE INFORMATION GROUP, INC.
(Name of Subject Company)

GULF ACQUISITION CORP. (OFFEROR)
THE THOMSON CORPORATION (PARENT)
(Names of Filing Persons (Offeror))

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

28659M106
(CUSIP Number of Class of Securities)

DEIRDRE STANLEY, ESQ.
THE THOMSON CORPORATION
METRO CENTER, ONE STATION PLACE
STAMFORD, CONNECTICUT 06902
TELEPHONE: (203) 969-8700
(Name, Address and Telephone Number of Persons Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

Copy to:

PETER J. ROONEY, ESQ.
SHEARMAN & STERLING
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022
TELEPHONE: (212) 848-4000

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$122,363,052.90	\$9,899.17

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by adding (i) the product of 7,890,600, which is the number of Shares outstanding as of April 4, 2003, and \$14.00, which is the per Share tender offer price, and (ii) the product of 1,694,395, which is the number of Shares subject to options outstanding as of April 4, 2003 with an exercise price of less than \$14.00, and \$7.02, which is the difference between the \$14.00 per Share tender offer price and the average weighted exercise price of the options, which is \$6.98.

** Calculated by multiplying the transaction value by 0.00008090.

[X] 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

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previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$9,899.17 Filing Party: The Thomson Corporation

Form or Registration No.: Schedule TO Date Filed: April 11, 2003

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes 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:

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed on April 11, 2003 by Gulf Acquisition Corp., a Delaware corporation ("Purchaser") and an indirect wholly-owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("Thomson"). On April 17, 2003, Purchaser and Thomson filed Amendment No. 1 to the Schedule TO. On April 28, 2003, Purchaser and Thomson filed Amendment No. 2 to the Schedule TO. On April 30, 2003, Purchaser and Thomson filed Amendment No. 3 to the Schedule TO. The Schedule TO relates to the offer by Purchaser to purchase any and all of the outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Elite Information Group, Inc., a Delaware corporation (the "Company"), at a purchase price of \$14.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated April 11, 2003 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1) and (a)(2), respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Offer to Purchase or the Schedule TO.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule TO is hereby amended and supplemented to include the following information.

Section 14. Certain Conditions of the Offer.

The following paragraph is added as the second to last paragraph of Section 14 on page 38:

"On May 8, 2003, Thomson was informed by the FTC (as defined below) that early termination of the waiting period under the HSR Act relating to the purchase of Shares pursuant to the Offer has been granted. Accordingly, the Regulatory Condition has been satisfied."

ITEM 11. ADDITIONAL INFORMATION.

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Item 11 of the Schedule TO is hereby amended and supplemented to include the following additional information.

Section 15. Certain Legal Matters and Regulatory Approvals.

The sixth paragraph of Section 15 on page 39 is amended and restated in its entirety to read as follows:

"Pursuant to the HSR Act, on April 16, 2003, Thomson filed a Premerger Notification and Report Form in connection with the purchase of the Shares pursuant to the Offer with the Antitrust Division and the FTC. On April 30, 2003, Thomson withdrew and re-filed its Premerger Notification and Report Form in connection with the purchase of Shares pursuant to the Offer with the Antitrust Division and the FTC. Under the provisions of the HSR Act applicable to the Offer, the purchase of Shares pursuant to the Offer may not be consummated until the expiration of a 15-calendar day waiting period following the filing by Thomson. On May 8, 2003, Thomson was informed by the FTC that early termination of the 15-calendar day waiting period under the HSR Act relating to the purchase of Shares pursuant to the Offer has been granted. Accordingly, the Regulatory Condition has been satisfied. The Offer remains conditioned as described in "Section 14. Certain Conditions of the Offer."

ITEM 12. MATERIAL TO BE FILED AS EXHIBITS.

- (a) (1) Offer to Purchase, dated April 11, 2003.**
- (a) (2) Form of Letter of Transmittal.**
- (a) (3) Form of Notice of Guaranteed Delivery.**
- (a) (4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.**
- (a) (5) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.**
- (a) (6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.**
- (a) (7) Summary Advertisement as published in The New York Times on April 11, 2003.**
- (a) (8) Joint Press Release issued by Thomson and the Company on April 3, 2003.*
- (a) (9) Press Release issued by Thomson on April 11, 2003.**
- (a) (10) Press Release issued by Thomson on May 8, 2003.
- (d) (1) Agreement and Plan of Merger, dated as of April 2, 2003, among Thomson, Purchaser and the Company.**
- (d) (2) Stockholders Support Agreement, dated as of April 2, 2003, among Thomson, Purchaser and each of PAR Investment Partners, L.P., Arthur G. Epker III, Christopher K. Poole, David A. Finley, Roger Noall, Alan Rich and William G. Seymour.**
- (d) (3) Employment Agreement, dated as of April 10, 2003, between the

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Company and Christopher K. Poole.**

- (d) (4) Confidentiality Agreement, dated as of October 7, 2002, between the Company and Thomson.**
- (g) None.
- (h) None.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

* Previously filed on April 3, 2003 with the Securities and Exchange Commission on Schedule TO-C by Purchaser and Thomson.

** Incorporated by reference to the Schedule TO filed by Purchaser and Thomson on April 11, 2003.

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: May 8, 2003

GULF ACQUISITION CORP.

By: /s/ Edward A. Friedland

Name: Edward A. Friedland
Title: Vice President

THE THOMSON CORPORATION

By: /s/ Edward A. Friedland

Name: Edward A. Friedland
Title: Assistant Secretary

EXHIBIT INDEX

EXHIBIT
NO.

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- (a) (5) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.**
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- (g) None.
- (h) None.

* Previously filed on April 3, 2003 with the Securities and Exchange Commission on Schedule TO-C by Purchaser and Thomson.

** Incorporated by reference to the Schedule TO filed by Purchaser and Thomson on April 11, 2003.