

EXIDE TECHNOLOGIES

Form SC TO-I

November 16, 2007

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE TO  
(Rule 13e-4)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**EXIDE TECHNOLOGIES**  
*(Name of Subject Company (Issuer) and Filing Person (Offeror))*  
**Options to Purchase Shares of common stock, Par Value \$0.01 Per Share**  
*(Title of Class of Securities)*  
**302051206**  
*(CUSIP Number of Class of Securities)*  
*(Underlying Common Stock)*

**Barbara A. Hatcher**  
**Executive Vice President and General Counsel**  
**Exide Technologies**  
**13000 Deerfield Parkway**  
**Building 200**  
**Alpharetta, Georgia 30004**  
**(678) 566-9000**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)*

*Copy to:*  
Timothy J. Melton  
Edward B. Winslow  
Jones Day  
77 West Wacker, Suite 3500  
Chicago, Illinois 60601-1692

**CALCULATION OF FILING FEE**

<b>Transaction valuation*</b>	<b>Amount of filing fee**</b>
\$1,994,190	\$61.23

\* The transaction valuation set forth above is based on the Black-Scholes option valuation model and assumes that all

eligible  
outstanding  
options to  
purchase  
494,271 shares  
of common  
stock of Exide  
Technologies  
will be amended  
pursuant to this  
offer, which  
may not occur.

\*\* The amount of  
the filing fee,  
calculated in  
accordance with  
Rule 0-11 under  
the Securities  
Exchange Act  
of 1934, as  
amended, as  
modified by Fee  
Advisory No. 6  
for fiscal year  
2007, equals  
\$30.70 per  
\$1,000,000 of  
transaction  
valuation. The  
transaction  
valuation set  
forth above was  
calculated for  
the sole purpose  
of determining  
the filing fee,  
and should not  
be used or relied  
upon for any  
other purpose.

o 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: \_\_\_\_\_

Filing party: \_\_\_\_\_

Form or Registration No.: \_\_\_\_\_

Date filed: \_\_\_\_\_

- 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:



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Item 1. Summary Term Sheet

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Item 3. Identity and Background of Filing Person

Item 4. Terms of the Transaction

Item 5. Past Contacts, Transactions, Negotiations and Arrangements

Item 6. Purposes of the Transaction and Plans or Proposals

Item 7. Source and Amount of Funds or other Consideration

Item 8. Interest in Securities of the Subject Company

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

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Item 11. Additional Information

Item 12. Exhibits

Item 13. Information Required By Schedule 13E-3

SIGNATURE

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EX-99.(A)(1) OFFER TO AMEND

EX-99.(A)(2) FORM OF ANNOUNCEMENT OF OFFER TO AMEND

EX-99.(A)(3) FORM OF LETTER OF TRANSMITTAL AND INSTRUCTIONS

EX-99.(A)(4) FORM OF WITHDRAWAL FORM

EX-99.(A)(5) FORM OF ACKNOWLEDGEMENT OF RECEIPT OF LETTER OF TRANSMITTAL OR WITHDRAWAL FORM

EX-99.(A)(6) FORM OF REMINDER OF EXPIRATION DATE

EX-99.(A)(7) FORM OF NOTICE OF EXPIRATION OF OFFER

EX-99.(A)(8) FORM OF STOCK OPTION AMENDMENT AND CASH PAYMENT

EX-99.(A)(9) FREQUENTLY ASKED QUESTIONS

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### **Item 1. Summary Term Sheet.**

The information set forth under Summary Term Sheet in the Offer to Amend, dated November 16, 2007 (the Offer to Amend ), attached hereto as Exhibit (a)(1), is incorporated herein by reference.

### **Item 2. Subject Company Information.**

(a) The name of the issuer is Exide Technologies, a Delaware corporation (the Company ). The address of the Company s principal executive offices is 13000 Deerfield Parkway, Building 200, Alpharetta, Georgia, and its telephone number at that location is (678) 566-9000. The information set forth in the Offer to Amend under Section 11 ( Information Concerning Exide ) is incorporated herein by reference.

(b) This Tender Offer Statement on Schedule TO relates to an offer by the Company to amend outstanding Eligible Options (as defined in the Offer to Amend) held by individuals who are, on the date of the Offer to Amend and the Expiration Date (as defined below) of the Offer (as defined below), current employees of the Company and subject to income taxation in the United States with respect to their Eligible Options ( Eligible Optionees ) so that they may avoid potential adverse tax consequences under Section 409A of the Internal Revenue Code. Each Eligible Optionee may elect to amend his or her Eligible Option to increase the exercise price per share of the Company s common stock, par value \$0.01 per share, currently in effect for that Eligible Option, which is based on the 10-day trailing average closing price per share of the Company s common stock prior to the date of grant of the option to the closing price per share of the Company s common stock on the date of grant on The NASDAQ Global Market and to receive from the Company a special Cash Payment (as defined in the Offer to Amend), all upon the terms and subject to the conditions set forth in the Offer to Amend and the related Letter of Transmittal attached hereto as Exhibit (a)(3) (together with the Offer to Amend and the Stock Option Amendment and Cash Payment Agreement, as each may be amended or supplemented from time to time, the Offer ). The Offer is currently set to expire at 11:59 p.m., Eastern Time, on December 18, 2007, but may be extended (the Expiration Date ). As of October 31, 2007, Eligible Options to purchase 494,271 shares of the Company s common stock were outstanding.

The information set forth in the Offer to Amend on the introductory pages and under Summary Term Sheet, Section 1 ( Eligible Optionees; Eligible Options; Amendment of Eligible Options and Cash Payment; Expiration Date; Additional Considerations ), Section 3 ( Status of Eligible Options Not Amended ), Section 6 ( Acceptance of Eligible Options for Amendment and Commitment to Make Cash Payment) and Section 9 ( Source and Amount of Consideration; Terms of Amended Options ) is incorporated herein by reference.

(c) The information set forth in the Offer to Amend under Section 8 ( Price Range of Common Stock Underlying the Options ) is incorporated herein by reference.

### **Item 3. Identity and Background of Filing Person.**

(a) The Company is the filing person. The information set forth under Item 2(a) above is incorporated herein by reference. The information set forth in Schedule I to the Offer to Amend ( Information Concerning the Executive Officers and Directors of Exide Technologies ) is incorporated herein by reference.

### **Item 4. Terms of the Transaction.**

(a) The information set forth in the Offer to Amend on the introductory pages and under Summary Term Sheet, Section 1 ( Eligible Optionees; Eligible Options; Amendment of Eligible Options and Cash Payment; Expiration Date; Additional Considerations ), Section 3 ( Status of Eligible Options Not Amended ), Section 4 ( Procedures for Tendering Eligible Options ), Section 5 ( Withdrawal Rights ), Section 6 ( Acceptance of Eligible Options for Amendment and Commitment to Make Cash Payment ), Section 7 ( Conditions of This Offer ), Section 9 ( Source and Amount of Consideration; Terms of Amended Options ), Section 10 ( Amended Options Will Not Differ from Eligible Options ), Section 13 ( Status of Options Amended by Us in This Offer; Accounting Consequences of This Offer ), Section 14 ( Legal Matters; Regulatory Approvals ), Section 15 ( Material U.S. Federal Income Tax Consequences ), Section 16 ( Extension of This Offer; Termination; Amendment ) and Section 19 ( Forward-Looking Statements; Miscellaneous ) is incorporated herein by reference.

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(b) The Company's executive officers and directors will not participate in the Offer, although it is expected that following the Offer they will be given the opportunity to amend the exercise price of their options on terms no more favorable than those made available to all other Eligible Optionees in the Offer. The information set forth in the Offer to Amend under Section 12 ( Interests of Executive Officers and Directors; Transactions and Arrangements Concerning the Options and Other Securities of Exide; Material Agreements with Executive Officers and Directors ) is incorporated herein by reference.

**Item 5. Past Contacts, Transactions, Negotiations and Arrangements.**

(e) The information set forth in the Offer to Amend under Section 9 ( Source and Amount of Consideration; Terms of Amended Options ) and Section 12 ( Interests of Executive Officers and Directors; Transactions and Arrangements Concerning the Options and Other Securities of Exide; Material Agreements with Executive Officers and Directors ) is incorporated herein by reference. The Exide Technologies 2004 Stock Incentive Plan, as amended and restated, pursuant to which the Eligible Options have been granted is attached hereto as Exhibit (d)(1) and contains information regarding the subject securities.

**Item 6. Purposes of the Transaction and Plans or Proposals.**

(a) The information set forth in the Offer to Amend under Section 2 ( Purpose of This Offer ) is incorporated herein by reference.

(b) The information set forth in the Offer to Amend under Section 6 ( Acceptance of Eligible Options for Amendment and Commitment to Make Cash Payment ) and Section 13 ( Status of Options Amended by Us in This Offer; Accounting Consequences of This Offer ) is incorporated herein by reference.

(c) The information set forth in the Offer to Amend under Section 1 ( Eligible Optionees; Eligible Options; Amendment of Eligible Options and Cash Payment; Expiration Date; Additional Considerations ) is incorporated herein by reference.

**Item 7. Source and Amount of Funds or other Consideration.**

(a) The information set forth in the Offer to Amend under Section 9 ( Source and Amount of Consideration; Terms of Amended Options ) and Section 17 ( Fees and Expenses ) is incorporated herein by reference.

(b) The information set forth in the Offer to Amend under Section 7 ( Conditions of This Offer ) is incorporated herein by reference.

(d) Not applicable.

**Item 8. Interest in Securities of the Subject Company.**

(a) The information set forth in the Offer to Amend under Section 12 ( Interests of Executive Officers and Directors; Transactions and Arrangements Concerning the Options and Other Securities of Exide; Material Agreements with Executive Officers and Directors ) is incorporated herein by reference.

(b) The information set forth in the Offer to Amend under Section 12 ( Interests of Executive Officers and Directors; Transactions and Arrangements Concerning the Options and Other Securities of Exide; Material Agreements with Executive Officers and Directors ) is incorporated herein by reference.

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

(a) Not applicable.

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**Item 10. Financial Statements.**

(a) The information set forth in the Offer to Amend under Section 11 ( Information Concerning Exide ) and Section 18 ( Additional Information ) is incorporated herein by reference. Item 8 ( Financial Statements and Supplementary Data ) of the Company s Annual Report on Form 10-K for the fiscal year ended March 31, 2007 and Item 1 ( Financial Statements ) of the Company s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 are incorporated herein by reference.

(b) Not applicable.

(c) Summary Information. The information set forth in the Offer to Amend under Section 11 ( Information Concerning Exide ) is incorporated herein by reference.

**Item 11. Additional Information.**

(a) The information set forth in the Offer to Amend under Section 12 ( Interests of Executive Officers and Directors; Transactions and Arrangements Concerning the Options and Other Securities of Exide; Material Agreements with Executive Officers and Directors ) and Section 14 ( Legal Matters; Regulatory Approvals ) is incorporated herein by reference.

(b) Not applicable.

**Item 12. Exhibits.**

**Exhibit**

**No. Document**

- (a)(1) Offer to Amend, dated November 16, 2007.
- (a)(2) Form of Announcement of Offer to Amend, dated November 16, 2007.
- (a)(3) Form of Letter of Transmittal and Instructions.
- (a)(4) Form of Withdrawal Form.
- (a)(5) Form of Acknowledgement of Receipt of Letter of Transmittal or Withdrawal Form.
- (a)(6) Form of Reminder of Expiration Date.
- (a)(7) Form of Notice of Expiration of Offer, Amendment of Eligible Options and Commitment to Make Cash Payment.
- (a)(8) Form of Stock Option Amendment and Cash Payment Agreement.
- (a)(9) Frequently Asked Questions.
- (a)(10) Exide Technologies Annual Report on Form 10-K for the fiscal year ended March 31, 2007, filed with the Securities and Exchange Commission (the SEC ) on June 11, 2007, is incorporated herein by reference.
- (a)(11) Exide Technologies Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 filed with the SEC on August 7, 2007, is incorporated herein by reference.



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**Exhibit**

**No. Document**

- (a)(12) Exide Technologies Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 filed with the SEC on November 8, 2007, is incorporated herein by reference.
- (b) Not applicable.
- (d)(1) Exide Technologies 2004 Stock Incentive Plan, as amended, incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007, filed with the SEC on November 8, 2007.
- (d)(2) Form of Exide Technologies Employee Stock Option Award Agreement, incorporated by reference to Exhibit 10.2 to the Company's Report on Form 8-K dated October 20, 2004.
- (g) Not applicable.
- (h) Not applicable.

**Item 13. Information Required By Schedule 13E-3.**

- (a) Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

**EXIDE TECHNOLOGIES**

By: /s/ Gordon A. Ulsh  
Gordon A. Ulsh  
President, Chief Executive Officer and  
Director

Date: November 16, 2007

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