

MOLDFLOW CORP
Form SC TO-C
May 05, 2008

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

MOLDFLOW CORPORATION

(Name of subject company (Issuer))

AUTODESK, INC.

SWITCH ACQUISITION CORPORATION

(Name of Filing Persons (Offerors))

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Common Stock, \$0.01 par value per share
(Title of classes of securities)

608507109
(CUSIP number of common stock)

Pascal W. Di Fronzo, Esq.

Senior Vice President, General Counsel and Secretary

Autodesk, Inc.

111 McInnis Parkway

San Rafael, California 94903

(415) 507-5000

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

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*
Not applicable*

Amount of Filing Fee*
Not applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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☐ 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:	N/A	Filing Party:	N/A
Form of Registration No.:	N/A	Date Filed:	N/A

☒ Check the box if the filing relates solely to preliminary communications made before the commencement of the 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: ☐

Presentation to Moldflow Corporation Employees made on May 2, 2008

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Switch Integration Presentation
Robert Buzz
Kross, Senior Vice President, Manufacturing Solutions Division
Margaret McMillian, Senior Director, Human Resources

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The tender offer for the outstanding common stock of Moldflow
Corporation
has
not
yet

commenced.

This presentation is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any securities.

The solicitation and the offer

to buy shares of Moldflow common stock will be made only

pursuant to an offer to purchase and related materials that Buyer intends to file with the SEC on Schedule TO.

Moldflow also intends to file a solicitation/recommendation statement on Schedule 14D-9 with respect to the offer.

Moldflow stockholders and other investors should read these materials carefully because they contain important information, including the terms and conditions of the offer.

Moldflow stockholders and other investors will be able to obtain copies of these materials without charge from the SEC through the SEC's website at

www.sec.gov

from Buyer (with respect to documents

filed
by
Buyer
with
the
SEC),
or
from
Moldflow
(with
respect
to
documents
filed by Moldflow
with the SEC).
Stockholders and other investors
are urged to read carefully those materials prior to making any
decisions with respect to the offer.

Figures in Billions USD

Strong Performance

Image created in 3D Studio Max

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Diversification Drives Strong
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We
produce
the
best

QUALITY

products
and
services.

We're committed to one another and our customers, partners and vendors because they're integral parts of our business.

We

are

FAST

and

FLEXIBLE

in

doing

business

and

practice

RISK-

TAKING

to make the company more profitable.

We are direct, clear and ethical in our communications and actions. We

speak with **HONESTY**

and courage.

We're

ACCOUNTABLE

for

our

words

and

actions

and

strive

to

build a

challenging work environment that rewards **TEAMWORK.**

We **RESPECT**

individuality both inside and outside the corporation

honoring diverse lifestyles and work styles.

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CEO Carl Bass
vision of our future
Redefine design
help customers realize their ideas

through digital prototyping
Operational
excellence

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maintain
world-class
policies, processes and systems
Synchronize product readiness with market readiness
Manage our products
lifecycles to maximize growth and
profitability

