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MAGNA INTERNATIONAL INC

Form SC TO-C

August 13, 2007

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

SCHEDULE TO  
(Amendment No. 2)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Magna International Inc.  
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Class A Subordinate Voting Shares  
(Title of Class of Securities)

559222401  
(CUSIP Number of Class of Securities)

Jeffrey O. Palmer  
Executive Vice President  
Magna International Inc.  
337 Magna Drive  
Aurora, ON L4G 7K1  
(905) 726-2462

WITH A COPY TO:  
Scott M. Freeman  
Sidley Austin LLP  
787 Seventh Avenue  
New York, NY 10019  
(212) 839-5300

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

CALCULATION OF FILING FEE  
Transaction Valuation\*  
Not Applicable  
Amount Of Filing Fee  
Not Applicable

[ ] 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

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A

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

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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:

This Tender Offer Statement on Schedule TO relates to the pre-commencement communications of a possible offer by Magna International Inc., an Ontario, Canada corporation ("Magna"), to purchase up to 20 million Class A Subordinate Voting Shares of Magna, as set forth in the press release attached as Exhibit (a) (5) (A). This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c) (1) of the Securities Exchange Act of 1934, as amended.

Magna has not commenced the offer that is referred to in this communication. If Magna commences such an offer, Magna will file with the Securities and Exchange Commission a Schedule TO and related exhibits, including the Offer to Purchase, the Letter of Transmittal and other related documents. If Magna commences such an offer, shareholders are strongly encouraged to carefully read the Schedule TO and related exhibits, including the Offer to Purchase, the Letter of Transmittal and other related documents, when these become available because they will contain important information about the offer. The Schedule TO and related exhibits, along with all other documents that Magna is required to file with the Securities and Exchange Commission, will be available without charge at the Securities and Exchange Commission web site at [www.sec.gov](http://www.sec.gov) and by calling the Company at (905) 726-2462. In addition, such documents will be delivered without charge to all shareholders of Magna.

Item 12. Exhibits.  
(a) (5) (A) Press Release dated August 11, 2007 issued by Magna International Inc.

Pursuant to General Instruction D to Schedule TO, no signature is required for the filing of pre-commencement communications.

Filing Date: August 13, 2007

### EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| (a) (5) (A)    | Press Release dated August 11, 2007 issued by Magna International Inc. |