

BOSTON SCIENTIFIC CORP

Form SC TO-I/A

June 06, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**SCHEDULE TO**  
**(Rule 13e-4)**  
**(Amendment No. 2)**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**BOSTON SCIENTIFIC CORPORATION**  
(Name Of Subject Company (Issuer) Name of Filing Person (Offeror))  
Common Stock, Par Value \$0.01 Per Share  
(Title of Class of Securities)  
10113707  
(CUSIP Number of Class of Securities)  
Lawrence J. Knopf, Esq.  
Boston Scientific Corporation  
One Boston Scientific Place  
Natick, MA 01760-1537  
(Name, address, and telephone number of person authorized to receive notices  
and communications on behalf of filing persons)  
**CALCULATION OF FILING FEE**

**Transaction Valuation**  
\$22,734,959\*

**Amount of Filing fee**  
\$698\*\*

\* Estimated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, solely for the purpose of calculating the filing fee based upon the maximum number of shares of Common Stock covered by deferred stock units issuable in connection with the exchange offer (1,459,240) and

the average of  
the high and low  
prices of the  
Common Stock  
on the New  
York Stock  
Exchange on  
May 15, 2007.

\*\* The amount of  
the filing fee,  
calculated in  
accordance with  
Rule 0-11(b) of  
the Securities  
and Exchange  
Act of 1934, as  
amended by Fee  
Rate Advisory  
No. 6 for fiscal  
year 2007,  
equals \$30.70  
per million  
dollars of the  
value of the  
transaction.

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: \$698

Filing Party: Boston Scientific Corporation

Form or Registration No.: 005-43484

Date Filed: May 22, 2007

Check the box if the filing relates solely to 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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This Amendment No. 2 to Schedule TO is being filed in order to (1) amend the Offer to Exchange filed with the Securities and Exchange Commission on May 22, 2007 (the Offer to Exchange ) to (a) extend the duration of the offer and (b) provide a clarification regarding the deferred stock unit vesting schedule for eligible employees subject to certain income and social insurance tax qualification requirements in France and (2) file as exhibits to the Schedule TO communications regarding the Offer to Exchange and certain other communications necessary as a result of the extension of the offer. The changes to the offer are reflected in the Offer to Exchange, as filed as Exhibit (a)(1)(A) hereto.

The information in the Offer to Exchange which was previously filed with the Schedule TO is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby supplemented and amended to the extent specifically provided herein.

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO-I is hereby amended and supplemented to include the following exhibits:

**EXHIBIT DESCRIPTION OF EXHIBIT**

- |            |   |
|------------|---|
| (a)(1)(A)  | Offer to Exchange, dated May 22, 2007   |
| (a)(1)(B)  | Form of Election Form   |
| (a)(1)(C)  | Form of Notice of Withdrawal  |
| (a)(1)(D)  | Form of Mellon Welcome and Login Screens  |
| (a)(1)(E)  | Form of Election Screen   |
| (a)(1)(F)  | Form of Confirmation Screen   |
| (a)(1)(G)  | Form of Summary Screen  |
| (a)(1)(H)  | Form of Online Information About the Exchange   |
| (a)(1)(I)  | Form of Online Exchange Instructions  |
| (a)(1)(J)  | Form of Online Election Form and Terms and Conditions   |
| (a)(1)(K)  | Form of Supplemental Frequently Asked Questions   |
| (a)(1)(L)  | Form of Stock Option Exchange Program At-a-Glance   |
| (a)(1)(M)  | Form of Deferred Stock Unit Award under Boston Scientific Corporation 2003 Long-Term Incentive Plan   |
| (a)(1)(N)* | Form of Communication from Jim Tobin, the Company's President and Chief Executive Officer, Lucia Quinn, the Company's Executive Vice President, Human Resources, to Eligible Employees, dated May 22, 2007, regarding Announcement of Option Exchange Offer |
| (a)(1)(O)* | Form of Boston Scientific Stock Option Exchange Program Portal PIN Delivery Communication   |
| (a)(1)(P)  | Form of Reminder of Expiration of Boston Scientific Stock Option Exchange Program   |

(a)(1)(Q)\* Form of Communication to Eligible Employees Announcing Cancellation of Boston Scientific Stock Option Exchange Program

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| <b>EXHIBIT</b> | <b>DESCRIPTION OF EXHIBIT</b>   |
|----------------|---|
| (a)(1)(R)      | Form of Confirmation of Participation in the Boston Scientific Stock Option Exchange Program  |
| (a)(1)(S)      | Form of Communication regarding the Results of the Boston Scientific Stock Option Exchange Program  |
| (a)(1)(T)*     | Form of Communication regarding Webinar Schedule  |
| (a)(1)(U)*     | Form of Exchange Program Worksheet  |
| (a)(1)(V)*     | Boston Scientific Corporation Annual Report on Form 10-K for its fiscal year ended December 31, 2007, SEC File No. 1-11083, filed with the Securities and Exchange Commission on March 1, 2007 and incorporated herein by reference   |
| (a)(1)(W)*     | Boston Scientific Corporation Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2007, SEC File No. 1-11083, filed with the Securities and Exchange Commission on May 9, 2007 and incorporated herein by reference  |
| (a)(1)(X)*     | Boston Scientific Corporation Current Report on Form 8-K, SEC File No. 1-11083, filed with the Securities and Exchange Commission on May 11, 2007 and incorporated herein by reference  |
| (a)(1)(Y)*     | Form of Australia Specific Documents  |
| (a)(1)(Z)      | Form of Belgium Specific Documents  |
| (a)(1)(AA)*    | Form of Hungary Specific Documents  |
| (a)(1)(BB)*    | Form of Webinar   |
| (a)(1)(CC)     | Form of Exchange Program Individual Worksheet   |
| (a)(1)(DD)     | Form of Communications regarding amendment to Offer to Exchange   |
| (b)            | Not applicable  |
| (d)(1)*        | Boston Scientific Corporation 2003 Long-Term Incentive Plan, as amended (incorporated by reference to Exhibit 10.17 to the Annual Report on Form 10-K for the year ended December 31, 2003 and Exhibit 10.3 to the Current Report on Form 8-K dated May 9, 2005, File No. 1-11083).   |
| (d)(2)*        | Boston Scientific Corporation 2000 Long-Term Incentive Plan, as amended (incorporated by reference to Exhibit 10.20 to the Annual Report on Form 10-K for the year ended December 31, 1999, Exhibit 10.18 to the Annual Report on Form 10-K for the year ended December 31, 2001, Exhibit 10.1 to the Current Report on Form 8-K dated December 22, 2004 and Exhibit 10.3 to the Current Report on Form 8-K dated May 9, 2005, File No. 1-11083). |
| (d)(3)*        | Form(s) of Stock Option Agreement under Boston Scientific Corporation 2000 Long Term Incentive Plan, (incorporated by reference to Exhibit 10.1 and 10.2 to the Current Report on Form 8-K, SEC File No. 1-11083, filed with the Securities and Exchange Commission on December 10, 2004)   |

(d)(4)\* Form(s) of Stock Option Agreement under Boston Scientific Corporation 2003 Long Term Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 and 10.2 to the Current Report on Form 8-K, SEC File No. 1-11083, filed with the Securities and Exchange Commission on December 10, 2004)

(g) Not applicable

(h) Not applicable

\* Exhibits  
previously filed

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**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.

BOSTON SCIENTIFIC CORPORATION

By: */s/ Lawrence J. Knopf*

Lawrence J. Knopf  
Vice President and Assistant  
General Counsel

Dated: June 6, 2007

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