

AFFILIATED COMPUTER SERVICES INC

Form SC TO-I

February 09, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(RULE 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(I) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Affiliated Computer Services, Inc.

(Name of Subject Company (Issuer))

Affiliated Computer Services, Inc.

(Names of Filing Person (Offeror))

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

008190100

(CUSIP Number of Class of Securities)

William L. Deckelman, Jr.

Executive Vice President and General Counsel

Affiliated Computer Services, Inc.

2828 North Haskell Avenue

Dallas, TX 75204

(214) 841-6111

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Neel Lemon

Sarah Rechter

Baker Botts L.L.P.

2001 Ross Avenue, Suite 600

Dallas, Texas 75201

(214) 953-6500

CALCULATION OF FILING FEE

Transaction Valuation*

\$3,496,500,000

Amount of Filing Fee**

\$374,125.50

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 55,500,000 shares of the outstanding Class A Common Stock, par value \$0.01 per share, at a price per share of \$63.00 in cash.

** The amount of the filing fee equals \$107.00 per \$1 million of the transaction value and is estimated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 as amended.

o 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

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Form or Registration No.: N/A

Date Filed: N/A

- 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:

SCHEDULE TO

This Tender Offer Statement on Schedule TO (Schedule TO) is being filed by Affiliated Computer Services, Inc., a Delaware corporation (ACS or the Company), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the Exchange Act), in connection with its offer to purchase for cash up to 55,500,000 shares of its Class A Common Stock, par value \$0.01 per share (the Common Stock), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 9, 2006 (the Offer to Purchase), and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which, together with any supplements or amendments thereto, collectively constitute the Offer).

The information in the Offer, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference with respect to Items 1-11 of this Schedule TO, and as set forth below.

Item 1. Summary Term Sheet.

The information set forth in the Offer to Purchase in the section titled Summary Term Sheet is incorporated herein by reference.

Item 2. Subject Company Information.

- (a) The name of the issuer is Affiliated Computer Services, Inc. The address of ACS principal executive offices is 2828 North Haskell Avenue, Dallas, Texas 75204. ACS telephone number is (214) 841-6111.
- (b) The information set forth in the Offer to Purchase in the sections titled Introduction and The Offer Interests of Directors and Executive Officers; Transactions and Arrangements Concerning The Shares is incorporated herein by reference.
- (c) The information set forth in the Offer to Purchase in the section titled The Offer Price Range Of Shares is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

- (a) The name of the filing person is Affiliated Computer Services, Inc. ACS is the subject company. The address of ACS principal executive offices is 2828 North Haskell Avenue, Dallas, Texas 75204. ACS telephone number is (214) 841-6111.

Pursuant to Instruction C to Schedule TO, the following persons are the directors and/or executive officers of ACS:

Name	Position
Darwin Deason	Chairman of the Board
Mark A. King	President, Chief Executive Officer and Director
Lynn R. Blodgett	Executive Vice President, Chief Operating Officer and Director
Joseph P. O'Neill	Director
Frank A. Rossi	Director
J. Livingston Kosberg	Director
Dennis McCuiston	Director
Warren D. Edwards	Executive Vice President and Chief Financial Officer

Name	Position
William L. Deckelman, Jr.	Executive Vice President and General Counsel
John H. Rexford	Executive Vice President, Corporate Development
John M. Brophy	Executive Vice President, Business Relations
Tom Burlin	Executive Vice President Group President, Government Solutions
Harvey Braswell	Executive Vice President

The business address and telephone number of each of the above directors and executive officers is c/o Affiliated Computer Services, Inc., 2828 North Haskell Avenue, Dallas, Texas 75204 and (214) 841-6111.

Item 4. Terms of the Transaction.

- (a)(1)(i) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms Of The Offer, and The Offer Purchase Of Shares and Payment Of Purchase Price is incorporated herein by reference.
- (a)(1)(ii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms Of The Offer and The Offer Source and Amount Of Funds is incorporated herein by reference.
- (a)(1)(iii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, The Offer Terms Of The Offer and The Offer Extension Of The Offer; Termination; Amendment is incorporated herein by reference.
- (a)(1)(iv) Not applicable.
- (a)(1)(v) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Extension Of The Offer; Termination; Amendment is incorporated herein by reference.
- (a)(1)(vi) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Withdrawal Rights is incorporated herein by reference.
- (a)(1)(vii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, The Offer Procedures For Tendering Shares and The Offer Withdrawal Rights is incorporated herein by reference.
- (a)(1)(viii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Purchase Of Shares and Payment Of Purchase Price is incorporated herein by reference.
- (a)(1)(ix) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, Introduction, and The Offer Purchase Of Shares and Payment Of Purchase Price is incorporated herein by reference.
- (a)(1)(x) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Purpose and Certain Effects Of The Offer is incorporated herein by reference.
- (a)(1)(xi) Not applicable.

(a)(1)(xii) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet, The Offer Procedures For Tendering Shares, and The Offer Material U.S. Federal Income Tax Consequences is incorporated herein by reference.

(a)(2)(i-vii) Not applicable.

(b) The information set forth in the Offer to Purchase in the section titled The Offer Interests Of Directors and Executive Officers; Transactions and Arrangements Concerning The Shares is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

(e) The information set forth in the Offer to Purchase in the sections titled The Offer Interests Of Directors and Executive Officers; Transactions and Arrangements Concerning The Shares is incorporated herein by reference.

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

(a) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Purpose and Certain Effects Of The Offer is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase in the section titled The Offer Purpose and Certain Effects Of The Offer is incorporated herein by reference.

(c)(1-10) The information set forth in the Offer to Purchase in the sections titled Introduction, The Offer Purpose and Certain Effects Of The Offer and The Offer Source and Amount Of Funds is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration.

(a) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Source and Amount Of Funds is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Source and Amount Of Funds is incorporated herein by reference.

(d) The information set forth in the Offer to Purchase in the sections titled Summary Term Sheet and The Offer Source and Amount Of Funds is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company.

(a) The information set forth in the Offer to Purchase in the section titled The Offer Interests Of Directors and Executive Officers; Transactions and Arrangements Concerning The Shares is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase in the section titled The Offer Interests Of Directors and Executive Officers; Transactions and Arrangements Concerning The Shares is incorporated herein by reference.

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

- (a) The information set forth in the Offer to Purchase in the section titled "The Offer Fees and Expenses" is incorporated herein by reference.

Item 10. Financial Statements.

- (a) The information set forth in the Offer to Purchase in the section titled "The Offer Certain Information Concerning Us" is incorporated herein by reference.
- (b) The information set forth in the Offer to Purchase in the section titled "The Offer Certain Information Concerning Us" is incorporated herein by reference.

Item 11. Additional Information.

- (a)(1) The information set forth in the Offer to Purchase in the section titled "The Offer Interests Of Directors and Executive Officers; Transactions and Arrangements Concerning The Shares" is incorporated herein by reference.
- (a)(2) The information set forth in the Offer to Purchase in the section titled "The Offer Certain Legal Matters; Regulatory Approvals" is incorporated herein by reference.
- (a)(3) The information set forth in the Offer to Purchase in the section titled "The Offer Certain Legal Matters; Regulatory Approvals" is incorporated herein by reference.
- (a)(4) The information set forth in the Offer to Purchase in the section titled "The Offer Purpose and Certain Effects Of The Offer" is incorporated herein by reference.
- (a)(5) None.
- (b) The information set forth in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1)(A) and (a)(1)(B) hereto, respectively, is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1)(A) Offer to Purchase, dated February 9, 2006.
- (a)(1)(B) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
- (a)(1)(C) Notice of Guaranteed Delivery.
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F) Form of Letters to Participants in the ACS Savings Plan.

- (a)(2) None.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(A) Press Release dated January 26, 2006, announcing the Offer (filed as Exhibit 99.3 to the Company's Current Report on Form 8-K on January 26, 2006, and incorporated herein by reference).
- (a)(5)(B) Form of Summary Advertisement.
- (a)(5)(C) Letter to Shareholders.
- (a)(5)(D) Letter to Holders of Stock Options.
- (a)(5)(E) The information set forth in Item 8.01 of the Company's Current Report on Form 8-K on January 26, 2006 and incorporated herein by reference.
- (a)(5)(F) The Company's Current Report on Form 8-K on January 27, 2006 regarding the Offer and incorporated herein by reference.
- (a)(5)(G) The Company's Current Report on Form 8-K on February 1, 2006 regarding the Offer and incorporated herein by reference.
- (a)(5)(H) The Company's Current Report on Form 8-K on February 6, 2006 regarding the Offer and incorporated herein by reference.
- (a)(5)(I) Press Release dated February 9, 2006, announcing the commencement of the Offer.
- (a)(5)(J) Message on ACS Savings Plan website.
- (b)(1) Commitment letter, dated January 26, 2006, by and between Affiliated Computer Services, Inc. and Citigroup Global Markets Inc., on behalf of itself and its affiliates.
- (d)(1) Amended Stock Option Plan of the Company (filed as Exhibit 10.1 to Amendment No. 1 to our Registration Statement on Form S-1, filed July 15, 1994, File No. 33-79394 and incorporated herein by reference).
- (d)(2) 1997 Stock Incentive Plan of the Company (filed as Appendix D to our Joint Proxy Statement on Schedule 14A, filed November 14, 1997 and incorporated herein by reference).
- (d)(3) Amendment No. 1 to 1997 Stock Incentive Plan of the Company, dated as of October 28, 2004 (filed as Exhibit 4.6 to our Registration Statement on Form S-8, filed December 6, 2005 and incorporated herein by reference).
- (d)(4) Form of Directors Indemnification Agreement (filed as Exhibit 10.20 to Amendment No. 3 to our Registration Statement on Form S-1, filed August 23, 1994, File No. 33-79394 and incorporated herein by reference).

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- (d)(5) Form of Severance Agreement, each dated as of March 1, 2004 except as otherwise noted, by and between Affiliated Computer Services, Inc. and each of Jeffrey A. Rich, Mark A. King, Warren D. Edwards, Lynn Blodgett, Harvey Braswell (September 14, 2004), John Brophy and William L. Deckelman, Jr. (filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed May 17, 2004 and incorporated herein by reference).
 - (d)(6) Form of Amendment No. 1 to Severance Agreement, each dated as of February 2, 2005, by and between Affiliated Computer Services, Inc. and each of Jeffrey A. Rich, Mark A. King, Warren D. Edwards, Lynn Blodgett, Harvey Braswell, John Brophy and William L. Deckelman, Jr. (filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed February 8, 2005 and incorporated herein by reference).
 - (d)(7) Severance Agreement, dated as of February 2, 2005, by and between Affiliated Computer Services, Inc. and John Rexford (filed as Exhibit 10.2 to our Quarterly Report on Form 10-Q, filed February 8, 2005 and incorporated herein by reference).
 - (d)(8) Severance Agreement, dated as of June 13, 2005, by and between Affiliated Computer Services, Inc. and Tom Burlin (filed as Exhibit 10.1 to our Current Report on Form 8-K, filed June 16, 2005 and incorporated herein by reference).
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- (d)(9) Supplemental Executive Retirement Agreement, dated as of December 15, 1998, by and between Affiliated Computer Services, Inc. and Darwin Deason (filed as Exhibit 10.13 to our Annual Report on Form 10-K, filed September 29, 1999 and incorporated herein by reference).
- (d)(10) Amendment to Supplemental Executive Retirement Agreement, dated as of November 13, 2003, by and between Affiliated Computer Services, Inc. and Darwin Deason (filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed February 17, 2004 and incorporated herein by reference).
- (d)(11) Amendment No. 2 to Supplemental Executive Retirement Agreement, dated as of June 30, 2005, by and between Affiliated Computer Services, Inc. and Darwin Deason (filed as Exhibit 10.1 to our Current Report on Form 8-K, filed July 1, 2005 and incorporated herein by reference).
- (d)(12) Employment Agreement, dated February 16, 1999 between the Company and Darwin Deason (filed as Exhibit 10(iii)(A) to our Quarterly Report on Form 10-Q, filed May 17, 1999 and incorporated herein by reference).
- (d)(13) Affiliated Computer Services, Inc. 401(k) Supplemental Plan, effective as of July 1, 2000, as amended (filed as Exhibit 10.15 to our Annual Report on Form 10-K, filed September 13, 2004 and incorporated herein by reference).
- (d)(14) Affiliated Computer Services, Inc. Executive Benefit Plan, effective as of January 1, 2002, as amended (filed as Item 10.15 to our Annual Report on Form 10-K, filed September 13, 2005 and incorporated herein by reference).
- (d)(15) Summary of Independent Director Compensation (filed as Item 1.01 of our Current Report on Form 8-K, filed August 29, 2005 and incorporated herein by reference).
- (d)(16) Form of Stock Option Agreement (filed as Item 10.17 to our Annual Report on Form 10-K, filed September 13, 2005 and incorporated herein by reference).
- (d)(17) Form of Stock Option Agreement (UK grant) (filed as Item 10.18 to our Annual Report on Form 10-K, filed September 13, 2005 and incorporated herein by reference).
- (d)(18) Amended and Restated Rights Agreement, dated April 2, 1999, between Affiliated Computer Services, Inc. and First City Transfer Company, as Rights Agent (filed as Exhibit 4.1 on our Current Report on Form 8-K, filed May 19, 1999 and incorporated herein by reference).
- (d)(19) Amendment No. 1 to Amended and Restated Rights Agreement, dated as of February 5, 2002, by and between Affiliated Computer Services, Inc. and First City Transfer Company (filed as Exhibit 4.1 to our Current Report on Form 8-K, filed February 6, 2002 and incorporated herein by reference).
- (d)(20) Voting Agreement, dated as of February 9, 2006 by and between Affiliated Computer Services, Inc. and Darwin Deason. (Filed as Exhibit 9.1 to our Quarterly Report on Form 10-Q filed February 9, 2006 and incorporated herein by reference).
- (d)(21) Independent Director Special Compensation (January 2006) (filed as Item 5 of Part II to our Quarterly Report on Form 10-Q filed February 9, 2006 and incorporated herein by reference).

(g) Not applicable.

(h) Not applicable.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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.

Affiliated Computer Services, Inc.

By: /s/ WILLIAM L. DECKELMAN, JR.

Name: William L. Deckelman, Jr.

Title: Executive Vice President and

General Counsel

Dated: February 9, 2006

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase for Cash, dated February 9, 2006.
(a)(1)(B)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(C)	Notice of Guaranteed Delivery.
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
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