

ENVIVIO INC  
Form SC 14D9/A  
October 22, 2015

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 14D-9

(Rule 14d-101)

(Amendment No. 2)

### Solicitation/Recommendation Statement

Under Section 14(d)(4) of the Securities Exchange Act of 1934

**Envivio, Inc.**

(Name of Subject Company)

**Envivio, Inc.**

(Name of Persons Filing Statement)

**Common Stock, par value \$.001 per share**

(Title of Class of Securities)

**29413T1060**

(CUSIP Number of Class of Securities)

**Julien Signès**

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**President and Chief Executive Officer**

**535 Mission Street, 27th Floor**

**San Francisco, California 94105**

**(415) 510-3400**

(Name, address, and telephone numbers of person authorized to receive notices and communications  
on behalf of the persons filing statement)

Copies to:

**James J. Masetti**

**Heidi E Mayon**

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- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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This Amendment No. 2 (the Amendment ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Envivio, Inc., a Delaware corporation (the Company ), filed with the Securities and Exchange Commission on September 28, 2015 (the Schedule 14D-9 ). This Amendment No. 2 to the Schedule 14D-9 relates to the tender offer by Cindy Acquisition Corp., a Delaware corporation ( Purchaser ) and wholly-owned subsidiary of Ericsson Inc., a Delaware corporation ( Ericsson ), to purchase all of the issued and outstanding Shares at a per share purchase price of \$4.10, net to the seller in cash, without interest and subject to any required withholding taxes upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 28, 2015 (as amended or supplemented from time to time, the Offer to Purchase ), and in the related Letter of Transmittal (as amended or supplemented from time to time, the Letter of Transmittal, which, together with the Offer to Purchase, constitute the Offer ).

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment is being filed to reflect certain updates as reflected below.

**Item 8. Additional Information to Be Furnished**

Item 8 of the Schedule 14D-9 is amended to add the following:

The following additional events have occurred:

The purchase of Shares in the Offer (Merger) was subject to review by the Austrian competition authorities. Pursuant to the Austrian Cartel Act, notification of the Merger to the Austrian Federal Competition Authority (FCA) was required and the Merger could not be consummated before the expiration of a four (4) week waiting period or upon a waiver by the FCA and the Austrian Federal Cartel Prosecutor of their right to file a motion with the Austrian Cartel Court to review the transactions. Ericsson filed the required notification forms with the FCA on September 23, 2015 and the required waiting period expired on October 21, 2015. Accordingly, the condition of the Merger relating to the expiration of the waiting period under the Austrian Cartel Act has been satisfied.

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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.

Date: October 22, 2015

**Envivio, Inc.**

By:

Julien Signès  
Julien Signès  
Chief Executive Officer