

APPLIED SIGNAL TECHNOLOGY INC
Form SC 14D9/A
January 19, 2011

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14D-9
(Rule 14d-101)**

**Solicitation/Recommendation Statement Under Section 14(d)(4)
of the Securities Exchange Act of 1934
(Amendment No. 3)**

**APPLIED SIGNAL TECHNOLOGY, INC.
(Name of Subject Company)**

**APPLIED SIGNAL TECHNOLOGY, INC.
(Name of Person Filing Statement)**

**Common Stock, without par value
(Title of Class of Securities)**

038237103

(CUSIP Number of Class of Securities)

**William B. Van Vleet III
President and Chief Executive Officer
460 West California Avenue
Sunnyvale, California 94086
(408) 749-1888**

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

Copy to:

**Jason C. Harmon, Esq.
DLA Piper LLP (US)
6225 Smith Avenue
Baltimore, Maryland 21209
(410) 580-4170**

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

This Amendment No. 3 (this Amendment No. 3) amends and supplements Item 8 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the U.S. Securities and Exchange Commission on December 30, 2010, by Applied Signal Technology, Inc., a California corporation (the Company), as amended or supplemented from time to time (the Schedule 14D-9). The Schedule 14D-9 relates to the tender offer by RN Acquisition Company, a California corporation (Purchaser), a wholly owned subsidiary of Raytheon Company, a Delaware corporation (Parent), and pursuant to which Purchaser has offered to purchase all of the outstanding shares of common stock, without par value, of the Company (the Shares) that are not already owned by Parent and its subsidiaries at a price of \$38.00 per Share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated December 30, 2010 and the related Letter of Transmittal, as each may be amended or supplemented from time to time.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to items in this Amendment No. 3. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented as set forth below.

The second paragraph under the heading Antitrust is deleted in its entirety and replaced with the following paragraph:

Under the HSR Act, the purchase of the Shares in the Offer may not be completed until both Parent and the Company file certain required information and documentary material concerning the Offer with the FTC and the Antitrust Division and observe the HSR Act's notification and waiting periods. The HSR Act provides for an initial 15-calendar day waiting period following receipt of the necessary filings by the FTC and Antitrust Division. If the 15th calendar day of the initial waiting period is not a business day, the initial waiting period is extended until 11:59 PM of the next business day. Parent filed a Premerger Notification and Report Form with the FTC and the Antitrust Division for review in connection with the Offer and the Merger on January 3, 2011. The Company filed a Premerger Notification and Report Form with the FTC and the Antitrust Division for review in connection with the Offer and the Merger on January 7, 2011. On January 18, 2011, Parent voluntarily withdrew its Premerger Notification and Report Form and refiled the Premerger Notification and Report Form with the FTC and the Antitrust Division in order to begin a new waiting period under the HSR Act and provide the FTC and the Antitrust Division with additional time to review the acquisition of the Company. The initial waiting period applicable to the purchase of Shares will expire on February 2, 2011, unless the waiting period is earlier terminated by the FTC and the Antitrust Division or extended by a request from the FTC or the Antitrust Division for additional information or documentary material from Parent prior to that time. The Offer is currently scheduled to expire prior to the end of the waiting period. If, as of the Expiration Date, the waiting period is not earlier terminated by the FTC and the Antitrust Division, the Company understands that Parent and the Purchaser expect to extend the Offer so that it expires concurrently with or after the waiting period. If, before the expiration or early termination of the initial 15 calendar day waiting period, either the FTC or the Antitrust Division issues a request for additional information or documentary material from Parent, the waiting period with respect to the Offer and the Merger will be extended for an additional period of 10 calendar days following the date of Parent's substantial compliance with that request. Only one extension of the waiting period pursuant to a request for additional information is authorized by the HSR Act. After that time, the waiting period may be extended only by court order or with Parent's consent. The FTC or Antitrust Division may terminate the additional 10 calendar day waiting period before its expiration. In practice, complying with a request for additional information or documentary material may take a significant period of time.

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.

APPLIED SIGNAL TECHNOLOGY, INC.

By: /s/ William B. Van Vleet III

Name: **William Van Vleet III**

Title: **President and Chief Executive
Officer**

Dated: January 19, 2011