

INVIVO CORP  
Form SC TO-I/A  
February 18, 2003

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**AMENDMENT NO. 2 TO  
SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934.**

**Invivo Corporation**

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

**Common Stock, Par Value \$0.01 Per Share**  
(Title of Class of Securities)

**461 858 102**  
(CUSIP Number of Class of Securities)

**John F. Glenn  
Vice President, Finance  
Invivo Corporation  
4900 Hopyard Road, #210  
Pleasanton, California 94588  
(925) 468-7600**

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

**Copy to:**  
Daniel J. Winnike, Esq.  
Fenwick & West LLP  
801 California Street  
Mountain View, California 94041

**CALCULATION OF FILING FEE**

<u>Transaction Valuation</u>	<u>Amount of Filing Fee</u>
\$9,750,000 (1)	\$897(2)

- (1) Calculated solely for the purpose of estimating the filing fee. This amount is based upon the purchase of 650,000 shares of common stock at the purchase price of \$15.00 per share.
- (2) Previously paid in connection with the initial filing of this Schedule TO on January 13, 2003.
- 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: Not Applicable.  
Form or Registration No.: Not Applicable.  
Filing Party: Not Applicable.  
Date Filed: Not Applicable.

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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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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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AMENDMENT NO. 2 TO SCHEDULE TO

Item 4. Terms of the Transaction.

Item 11. Additional Information.

Item 12. Exhibits.

SIGNATURE

Exhibit 99.(a)(5)(C)

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**AMENDMENT NO. 2 TO SCHEDULE TO**

This Amendment No. 2 (this Amendment) to the Tender Offer Statement on Schedule TO is filed by Invivo Corporation, a Delaware corporation (Invivo), in connection with its offer to purchase 650,000 shares of its common stock, par value \$0.01 per share, at a price per share of \$15.00, net to the seller in cash, without interest. Invivo's offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 13, 2003 and in the related Letter of Transmittal, which together, as amended or supplemented, constituted the offer. This Amendment amends and supplements the Tender Offer Statement on Schedule TO originally filed by Invivo on January 13, 2003, as amended and supplemented by Amendment No. 1 thereto filed by Invivo on February 12, 2003 (the Schedule TO). This Amendment and the Schedule TO are intended to satisfy the reporting requirements of Section 13(e) of the Securities Exchange Act of 1934, as amended.

In addition to the information set forth below, the information in the Offer to Purchase and the related Letter of Transmittal, each as amended or supplemented, copies of which were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated by reference herein in response to Items 1 through 11 of this Tender Offer Statement on Schedule TO.

**Item 4. Terms of the Transaction.**

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following information:

The tender offer expired at 9:00 p.m., Eastern time, on Tuesday, February 11, 2003. Invivo accepted for payment a total of 650,000 shares of its common stock.

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following information:

On February 18, 2003, Invivo issued a press release announcing the final results of the tender offer, which expired on February 11, 2003. A copy of such press release is filed as Exhibit (a)(5)(c) to the Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

- (a)(1)(A) Offer to Purchase dated January 13, 2003. (1)
- (a)(1)(B) Letter of Transmittal, including Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9. (1)
- (a)(1)(C) Notice of Guaranteed Delivery. (1)
- (a)(1)(D) Letter to Stockholders dated January 13, 2003. (1)
- (a)(1)(E) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated January 13, 2003. (1)
- (a)(1)(F) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated January 13, 2003. (1)
- (a)(2)-(4) Not applicable.
- (a)(5)(A) Press release, dated January 7, 2003, issued by Invivo Corporation. (2)
- (a)(5)(B) Press release, dated February 12, 2003, issued by Invivo Corporation. (3)
- (a)(5)(C) Press release, dated February 18, 2003, issued by Invivo Corporation.

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- (b) Not applicable.
  - (d)(A) Sensor Control Corporation 1986 Incentive Stock Option Plan and 1986 Non-statutory Stock Option Plan, as amended. (4)
  - (d)(B) SafetyTek 1994 Stock Option Plan, as amended. (5)
  - (d)(C) Stock Option Agreement with Walden Management Corporation Pension Fund for the Benefit of George S. Sarlo. (6)
  - (d)(D) Amended and Restated Employment Agreement for James B. Hawkins. (7)
  - (d)(E) Amended and Restated Employment Agreement for John F. Glenn. (8)
  - (d)(F) Amended and Restated Employment Agreement for Stuart Baumgarten. (9)
  - (d)(G) Amended and Restated Employment Agreement for Brent Johnson. (10)
  - (g) Not applicable.
  - (h) Not applicable.
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- (1) Previously filed with Invivo's Schedule TO filed with the Securities and Exchange Commission on January 13, 2003.
  - (2) Previously filed with Invivo's Schedule TO filed with the Securities and Exchange Commission on January 7, 2003.
  - (3) Previously filed with Amendment No. 1 to Schedule TO filed with the Securities and Exchange Commission on February 12, 2003.
  - (4) Previously filed as Exhibit 10.1 to Invivo's registration statement on Form S-1 (File No. 33-44623) filed with the Securities and Exchange Commission on December 20, 1991.
  - (5) Previously filed as Exhibit 4.1 to Invivo's registration statement on Form S-8 (File No. 33-91450) filed with the Securities and Exchange Commission on June 28, 2002.
  - (6) Previously filed as Exhibit 10.14 to Invivo's registration statement on Form S-2 (File No. 33-72071) filed with the Securities and Exchange Commission on February 10, 1999.
  - (7) Previously filed as Exhibit 10.22 to Invivo's annual report on Form 10-K (File No. 0-15963) filed with the Securities and Exchange Commission on September 30, 2002 (the Form 10-K).
  - (8) Previously filed as Exhibit 10.23 to the Form 10-K.
  - (9) Previously filed as Exhibit 10.24 to the Form 10-K.
  - (10) Previously filed as Exhibit 10.25 to Invivo's quarterly report on Form 10-Q (File No. 0-15963) filed with the Securities and Exchange Commission on November 14, 2002.
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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.

**INVIVO CORPORATION**

By: /s/ John F. Glenn

Name: John F. Glenn  
Title: Vice President of Finance  
and Chief Financial Officer

Date: February 18, 2003