

EPICOR SOFTWARE CORP
Form S-4
April 14, 2004
Table of Contents

As filed with the Securities and Exchange Commission on April 14, 2004

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

Under

The Securities Act of 1933

EPICOR SOFTWARE CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7372
(Primary Standard Industrial Classification
Code Number)

33-0277592
(I.R.S. Employer
Identification Number)

195 Technology Drive

Irvine, California 92618-2402

(949) 585-4000

After April 19, 2004:

18200 Von Karman Avenue

Suite 1000

Irvine, California 92612

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

L. George Klaus

Chairman of the Board, President and

Chief Executive Officer

Epicor Software Corporation

195 Technology Drive

Irvine, California 92618-2402

(949) 585-4000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Larry W. Sonsini
Katharine A. Martin**

**Andreas F. Kemi
Interim Chief Executive Officer**

**Scott V. Simpson
Ann Beth Bejgrowicz**

Steve L. Camahort

Scala Business Solutions N.V.

**Skadden, Arps, Slate, Meagher &
Flom (UK) LLP**

Bradley L. Finkelstein

Prinsengracht 739-741

40 Bank Street

Wilson Sonsini Goodrich & Rosati

1017 JX Amsterdam

Canary Wharf

Professional Corporation

The Netherlands

London, E14 5DS, England

650 Page Mill Road

+31 20 427-4361

+44 20 7519-7000

Palo Alto, CA 94304

(650) 493-9300

Approximate date of commencement of proposed sale of the securities to the public: Upon completion of the exchange offer described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share ⁽¹⁾	4,430,877 ⁽²⁾	\$ 51,516,655.85 ⁽³⁾	\$ 6,527.16

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

- (1) The shares of common stock being registered hereby will be accompanied by the Registrant's Series A Junior Participating preferred stock purchase rights. Until the occurrence of certain prescribed events, such rights will not be exercisable, will be evidenced by the certificates representing the Registrant's common stock, and will attach to and trade only together with the common stock.
- (2) Based upon the maximum number of shares of common stock, par value \$0.001 per share, and associated preferred stock purchase rights, of the Registrant that may be issued in connection with the exchange offer described herein. This Registration Statement shall also cover any additional shares of common stock and associated preferred stock purchase rights of the Registrant that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without Registrant's receipt of consideration that results in an increase in the number of shares of common stock and accompanying preferred stock purchase rights of the Registrant outstanding.
- (3) Pursuant to paragraphs (c), (f)(1) and (f)(3) of Rule 457 and estimated solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price equals, (i) the product of (A) \$3.91, the United States dollar equivalent of the average of the high and low sales prices per ordinary share, nominal value of EUR 0.45 per share, of Scala Business Solutions N.V., as reported on the Official Segment of the stock market of Euronext Amsterdam N.V. on April 2, 2004, multiplied by (B) 24,684,550, representing the number of ordinary shares of Scala outstanding on March 31, 2004 (including 1,532,225 ordinary shares of Scala issuable upon exercise of options outstanding); less (ii) the amount of cash to be paid by the Registrant in exchange for ordinary shares of Scala or approximately \$44,999,934.65.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a) may determine.

Table of Contents

The information in this prospectus may be changed. Epicor may not sell these securities until the registration statement filed with the United States Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or country where the offer or sale is not permitted.

Subject to Completion, dated April 14, 2004

PROSPECTUS

Epicor Software Corporation is offering to exchange cash and shares of Epicor common stock for all outstanding ordinary shares of Scala Business Solutions N.V.

The exchange offer period will commence at _____, Central European Time, on _____, 2004 and will, unless extended, expire at 3:00 p.m., Central European Time, on _____, 2004. *You may not withdraw any shares once tendered into the exchange offer, except that if we extend the exchange offer period, you may withdraw shares tendered during the original exchange offer period, at any time prior to the expiration of the extended exchange offer period.*

On November 13, 2003, Pacific Standard Time (and November 14, 2003, Central European Time), we entered into an agreement with Scala called the merger protocol, to acquire all of the outstanding ordinary shares of Scala. The merger protocol was amended and restated on April 14, 2004. The managing board and the supervisory board of Scala have each unanimously recommended that Scala shareholders tender their shares into the exchange offer as the managing and supervisory boards believe that the consideration is fair to, and in the best interests of, Scala, its shareholders and all other stakeholders.

We are offering to exchange for each Scala ordinary share that is validly tendered and not properly withdrawn:

0.1795 shares of Epicor common stock (and accompanying preferred stock purchase rights); and

\$1.8230 in cash, subject to adjustment as described in more detail in this prospectus.

Our obligation to complete the exchange offer is subject to a number of conditions, including, among other things, a requirement that the total number of Scala ordinary shares tendered into the exchange offer constitutes at least 95% of the outstanding Scala ordinary shares. We describe these conditions in the section of this prospectus entitled "The Merger Protocol Conditions to Epicor's Obligation to Declare the Exchange Offer Unconditional."

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

Scala will hold an extraordinary general meeting of shareholders on _____, 2004 at _____, Central European Time, at _____ in Amsterdam, the Netherlands, for purposes of discussion of the exchange offer, as required by section 9q of the 1995 Decree on the Supervision of the Securities Trade (Netherlands) (*Besluit toezicht effectenverkeer 1995*), as amended from time to time.

Epicor common stock is listed on the Nasdaq National Market under the trading symbol EPIC. On _____, 2004, the closing price of Epicor common stock was \$ _____ per share. Scala ordinary shares are listed on the Official Segment of the stock market of Euronext Amsterdam N.V., or Euronext Amsterdam, under the trading symbol SCALA.

On _____, 2004 the noon buying rate in New York City for cable transfers in Euros as certified for customs purposes by the Federal Reserve Bank of New York was \$ _____ per Euro.

The section entitled Risk Factors beginning on page 26 of this prospectus contains a description of risks that you should consider in deciding whether to tender Scala ordinary shares into the exchange offer.

This prospectus is not a prospectus as referred to in article 3 paragraph 2 sub b of the 1995 Act on the Supervision of the Securities Trade (Netherlands) (*Wet toezicht effectenverkeer 1995*). The Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*), or the AFM, has granted Epicor a dispensation from the requirement pursuant to article 3 paragraph 1 of the aforementioned Act.

Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of Epicor common stock to be issued in the exchange offer or determined whether this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated _____, 2004.

Table of Contents**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE EXCHANGE OFFER</u>	1
<u>Summary</u>	6
<u>The Exchange Offer and the Merger Protocol</u>	6
<u>Parties to the Exchange Offer</u>	6
<u>Adjustment of the Cash Portion of the Exchange Offer Price</u>	7
<u>Structure of the Exchange Offer</u>	8
<u>Recommendation of Each of the Scala Boards</u>	8
<u>Reasons for the Exchange Offer</u>	8
<u>Opinion of Scala Financial Advisor Regarding the Exchange Offer</u>	8
<u>Members of the Scala Managing and Supervisory Boards Have Interests in the Exchange Offer</u>	9
<u>Scala's Boards Following the Exchange Offer</u>	9
<u>Scala Meeting of Shareholders</u>	9
<u>What is Needed to Complete the Exchange Offer</u>	10
<u>Required Regulatory Approvals to Complete the Exchange Offer</u>	11
<u>Procedure for Tendering</u>	11
<u>Withdrawal Rights</u>	11
<u>Exchange of Scala Ordinary Shares; Delivery of Shares of Epicor Common Stock and Cash</u>	11
<u>Scala is Prohibited from Considering Other Offers</u>	12
<u>Epicor and Scala May Terminate the Merger Protocol</u>	12
<u>Epicor or Scala May Be Required to Pay a Termination Fee or Break Up Fee</u>	12
<u>The Exchange Offer is Taxable for United States Federal Income Tax Purposes for U.S. Holders and May be Taxable for Netherlands Income Tax Purposes for Dutch Individuals</u>	13
<u>Extension and Waiver of Conditions to the Exchange Offer</u>	13
<u>Subsequent Offer Period</u>	14
<u>Accounting Treatment of the Exchange Offer</u>	14
<u>Epicor Will List Shares of Epicor Common Stock on the Nasdaq National Market</u>	15
	Page
<u>Scala Shareholders Appraisal Rights</u>	15
<u>SUMMARY SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF EPICOR</u>	16
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF SCALA</u>	18
<u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA</u>	21
<u>COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA</u>	22
<u>COMPARATIVE PER SHARE MARKET PRICE DATA AND DIVIDENDS</u>	23
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION</u>	25
<u>RISK FACTORS</u>	26
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	40
<u>Unaudited Pro Forma Condensed Combined Balance Sheet</u>	41
<u>Unaudited Pro Forma Condensed Combined Statement of Operations</u>	42
<u>Notes to Unaudited Pro Forma Condensed Combined Financial Information</u>	43
<u>Accounting Treatment of the Acquisition</u>	45
<u>Certain Material U.S. Federal Tax Consequences to Scala Shareholders</u>	45
<u>Certain Material Dutch Tax Consequences to Scala Shareholders</u>	47
<u>THE EXCHANGE OFFER</u>	51
<u>Background of the Offer</u>	51
<u>Epicor's Reasons for the Exchange Offer</u>	55
<u>Scala's Reasons for the Exchange Offer</u>	56
<u>Opinion of Scala's Financial Advisor</u>	59
<u>Description of the Exchange Offer</u>	63

<u>Purpose of the Exchange Offer</u>	63
<u>The Exchange Offer</u>	63
<u>No Fractional Shares</u>	64
<u>Structure of the Exchange Offer</u>	64
<u>Conditions to the Exchange Offer</u>	65
<u>Timing of the Exchange Offer</u>	65
<u>Extension and Waiver of Conditions in the Exchange Offer</u>	65
<u>Subsequent Offer Period</u>	66

Table of Contents**TABLE OF CONTENTS**

(continued)

	Page
<u>Procedure for Tendering</u>	67
<u>Exchange of Scala Ordinary Shares; Delivery of Consideration</u>	67
<u>Withdrawal Rights</u>	68
<u>Regulatory Filings and Approvals Required to Complete the Exchange Offer</u>	68
<u>Scala Appraisal Rights</u>	68
<u>Post-Closing Restructuring</u>	69
<u>Buy-out Procedure</u>	69
<u>Post-Closing Legal Merger</u>	70
<u>Other Post-Closing Actions</u>	71
<u>Restrictions on Sales of Shares of Epicor Common Stock Received in the Exchange Offer</u>	71
<u>Listing of Epicor Common Stock Issued in the Exchange Offer on the Nasdaq National Market . .</u>	71
<u>Delisting of Scala Ordinary Shares after the Exchange Offer</u>	72
<u>THE MERGER PROTOCOL</u>	73
<u>The Exchange Offer</u>	73
<u>Regulatory Filings and Dutch Offering Memorandum; Antitrust Matters</u>	73
<u>Approval and Recommendations of Each of the Scala Boards</u>	74
<u>Scala Fairness Opinion</u>	74
<u>Satisfaction of the Conditions to the Commencement of the Exchange Offer</u>	74
<u>Conditions to Epicor's Obligation to Declare the Exchange Offer Unconditional</u>	75
<u>Due Diligence and the Provision of Information</u>	76
<u>Conduct of Business and Other Actions of Scala and Epicor</u>	77
<u>Composition and Other Matters Regarding the Boards of Scala and Epicor</u>	78
<u>Strategy, Management and Organization</u>	78
<u>Scala Prohibited from Soliciting Other Offers</u>	79
<u>Treatment of Scala Share Options</u>	79
<u>Market Stand Still with Respect to Scala Ordinary Shares</u>	80
<u>Termination of the Merger Protocol</u>	80
	Page
<u>Payment of Termination and Break-Up Fees</u>	80
<u>Conditions to the Commencement of the Tender Period</u>	81
<u>THE TENDER AGREEMENTS</u>	82
<u>SCALA EXTRAORDINARY GENERAL MEETING</u>	83
<u>SCALA BUSINESS DESCRIPTION</u>	84
<u>Introduction</u>	84
<u>Products</u>	84
<u>Services</u>	86
<u>Competition</u>	86
<u>Marketing, Sales and Distribution</u>	87
<u>Customers</u>	88
<u>Product Development and Quality Assurance</u>	88
<u>Intellectual Property</u>	89
<u>Production</u>	90
<u>Employees</u>	90
<u>Properties</u>	90
<u>Material Legal Proceedings</u>	90
	92

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

SCALA MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

<u>Overview</u>	92
<u>Identification of Reportable Segments</u>	92
<u>Sources of Revenue</u>	92
<u>Costs of Revenue</u>	92
<u>Revenue Mix</u>	92
<u>Operating Expenses</u>	93
<u>Internal Controls; Financial Reporting; Disclosure Issues</u>	93
<u>Foreign Exchange Risk</u>	95
<u>2002 Restatements</u>	95
<u>2003 Restructuring Program</u>	97
<u>Microsoft Strategic Relationship</u>	97
<u>Critical Accounting Policies</u>	97
<u>Revenue Recognition</u>	97
<u>Allowance for Doubtful Accounts</u>	98
<u>Foreign Currency Translation</u>	99
<u>Net Income/(Loss) per Ordinary Share</u>	99
<u>Share Based Compensation</u>	99
<u>Impairment of Intangible and Tangible Fixed Assets other Than Goodwill</u>	99
<u>Deferred Income Taxes</u>	99
<u>Results of Operations</u>	100
<u>Total Revenues</u>	100

Table of Contents**TABLE OF CONTENTS**

(continued)

	<u>Page</u>
<u>License Revenue</u>	100
<u>Maintenance Revenue</u>	101
<u>Consulting Revenue</u>	101
<u>Other Revenue</u>	101
<u>Cost of Revenues</u>	101
<u>Cost of License Revenue</u>	101
<u>Cost of Maintenance Revenue</u>	102
<u>Cost of Consulting Revenue</u>	102
<u>Amortization of Intangible Assets and Capitalized Software Development Costs</u>	102
<u>Operating Expenses</u>	102
<u>Sales and Marketing Expenses</u>	102
<u>Research and Development Expenses</u>	103
<u>General and Administrative Expenses</u>	103
<u>Operating Income</u>	103
<u>Other Income and Expenses</u>	104
<u>Income Tax Provision</u>	104
<u>Liquidity and Capital Resources</u>	104
<u>Payments due by Period</u>	105
<u>Qualitative and Quantitative Disclosure about Market Risk</u>	105
<u>New Accounting Pronouncements</u>	106
<u>EXECUTIVE OFFICERS AND DIRECTORS OF SCALA</u>	108
<u>Interests of Scala Management and Members of Scala Boards in the Exchange Offer</u>	109
<u>Employment Arrangements</u>	109
<u>Epicor Board Membership Andreas F. Kemi</u>	109
<u>Additional Payments to Members of the Supervisory Board</u>	109
<u>Indemnification of Members of the Supervisory Board</u>	109
<u>Scala Equity Compensation Plans</u>	109
<u>Ownership of Scala Ordinary Shares</u>	110
<u>BENEFICIAL OWNERSHIP</u>	111
<u>SCALA EQUITY COMPENSATION PLANS</u>	113
	<u>Page</u>
<u>COMPARISON OF RIGHTS OF HOLDERS OF EPICOR COMMON STOCK AND SCALA ORDINARY SHARES</u>	115
<u>Authorized Capital Stock</u>	115
<u>Issuance of Stock</u>	115
<u>Preemptive Rights</u>	116
<u>Size of the Board of Directors</u>	116
<u>Classes of Directors</u>	116
<u>Filling Vacancies on the Board and Removal of Directors</u>	116
<u>Nomination of Directors for Election</u>	117
<u>Cumulative Voting</u>	118
<u>Ability to Call Special Meetings of Stockholders</u>	118
<u>Limitations on Business Transacted at Special Meetings of Shareholders</u>	118
<u>Submission of Stockholder Proposals</u>	119
<u>Voting Rights and Quorum</u>	119
<u>Stockholder Action Without a Meeting</u>	120
<u>Dividend Rights</u>	120

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

<u>Liquidation Preference</u>	121
<u>Conversion</u>	121
<u>Indemnification of Directors and Officers</u>	122
<u>Charter Amendments</u>	123
<u>Stockholder Rights Plan</u>	123
<u>Shareholder Suits</u>	124
<u>Conflict-of-Interest Transactions</u>	125
<u>LEGAL MATTERS</u>	126
<u>EXPERTS</u>	126
<u>INCORPORATION OF CERTAIN INFORMATION BY REFERENCE</u>	127
<u>INDEX TO CONSOLIDATED FINANCIAL STATEMENTS</u>	F-1
<u>Annex A Amended and Restated Merger Protocol</u>	A-1
<u>Annex B Form of Tender Agreement</u>	B-1
<u>Annex C Opinion of Scala Financial Advisor</u>	C-1
<u>Annex D Unofficial English Language Translation of Section 2:92a of the Dutch Civil Code</u>	D-1

Table of Contents

This prospectus incorporates important business and financial information about Epicor from documents that Epicor has filed with the United States Securities and Exchange Commission (SEC) but that have not been included in or delivered with this prospectus. For a listing of documents incorporated by reference into this prospectus, please see the section entitled **Incorporation of Certain Information by Reference** beginning on page 127 of this prospectus.

Copies of the reports, proxy and information statements and other information filed by Epicor with the Securities and Exchange Commission may be inspected and copied at the Public Reference Room maintained by the Securities and Exchange Commission at:

450 Fifth Street, N.W.

Washington, D.C. 20549

You may obtain information on the operation of the Public Reference Room by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission maintains a Website that contains reports, proxy and information statements and other information regarding Epicor. The address of the Securities and Exchange Commission web site is <http://www.sec.gov>.

Epicor will provide you with copies of this information relating to Epicor, without charge, upon written or oral request to:

Epicor Software Corporation

195 Technology Drive

Irvine, California 92618-2402

Attention: Valerie Brodie, Vice President, Investor Relations

Telephone Number: (949) 585-4293

After April 19, 2004:

Epicor Software Corporation

18200 Von Karman Avenue

Suite 1000

Irvine, California 92612

Attention: Valerie Brodie, Vice President, Investor Relations

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

Telephone Number: (949) 585-4293

In addition, you may obtain copies of this information by making a request through Epicor's investor relations website, <http://www.epicor.com/company/investor/>, or by sending an e-mail to vbrodie@epicor.com.

iv

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE EXCHANGE OFFER

Q: What are Epicor and Scala proposing? (see page 63)

A: We have entered into an agreement with Scala called the merger protocol pursuant to which we are making this exchange offer to acquire all of the outstanding Scala ordinary shares. A copy of the amended and restated merger protocol is attached to this prospectus as Annex A.

Q: What would I receive in exchange for my Scala ordinary shares? (see page 63)

A: In the exchange offer, we are offering to exchange for each Scala ordinary share:

0.1795 shares of Epicor common stock (and accompanying preferred stock purchase rights); and

\$1.8230 in cash, subject to adjustment as described in more detail below.

Q: Under what circumstances is the cash portion of the exchange offer consideration subject to adjustment? (see page 63)

A: If the product of the average closing stock price on the Nasdaq National Market for shares of Epicor common stock during the 10 trading day period ending two full trading days prior to the expiration of the exchange offer and 0.1795 is less than \$1.8327, the cash portion of the exchange offer consideration will be increased by the amount by which such product is less than \$1.8327, up to a maximum of \$0.3665.

Q: How can I find out the final amount I will receive in the exchange offer? (see page 63)

A: We will publish the final exchange ratio in a press release, an advertisement in the Daily Official List (*Officiële Prijscourant*) of Euronext Amsterdam and in one or more daily newspapers with nation-wide distribution in the Netherlands immediately after the close of the Nasdaq trading day that is two full Nasdaq trading days prior to the expiration of the exchange offer. We will also file a current report on Form 8-K with the SEC containing the final exchange ratio on the Nasdaq trading day that is one full Nasdaq trading day prior to the expiration of the exchange offer. You can also direct your questions to your bank or broker with whom you hold your Scala ordinary shares.

You may also call () - toll free in the United States or () - outside the United States to obtain the final exchange ratio starting at the close of the Nasdaq trading day that is two full Nasdaq trading days prior to the expiration of the exchange offer. These telephone numbers will also be available throughout the period in which the exchange offer remains open to provide callers with the exchange ratio on each day during the exchange offer as if the exchange ratio had been determined on that date.

Q: How long will it take to complete the exchange offer? (see page 65)

A: The exchange offer is scheduled to commence at on , 2004 and, unless extended, is scheduled to expire at 3:00 p.m., Central European Time, on , 2004. Subject to the satisfaction or waiver of the offer conditions contained in the merger protocol, we will declare the offer unconditional within five Euronext Amsterdam trading days after the exchange offer expires. When we declare the

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

offer unconditional, our obligation to accept and pay for all shares tendered becomes irrevocable. We will pay for the Scala ordinary shares tendered into the exchange offer on the settlement date, which is no later than three Euronext Amsterdam trading days after the offer is declared unconditional.

Table of Contents

Q: Do the Scala managing and supervisory boards support the exchange offer? (see page 56)

A: Yes. The Scala managing and supervisory boards each unanimously support the exchange offer and recommend that you tender your Scala ordinary shares into the exchange offer.

Q: Will Scala hold a meeting of shareholders to discuss the exchange offer?

A: Yes. In compliance with section 9q of the 1995 Decree on the Supervision of the Securities Trade (Netherlands), Scala will hold an extraordinary general meeting of shareholders on _____, 2004 at _____, Central European Time, at _____ in Amsterdam, the Netherlands that will be convened in accordance with Scala's articles of association.

The agenda for the Scala extraordinary general meeting of shareholders will include the following matters:

opening;

discussion of the exchange offer in accordance with section 9q of the 1995 Decree on the Supervision of the Securities Trade (Netherlands);

resignation of the current members of the Scala supervisory board, conditional upon the exchange offer being declared unconditional and effective upon the settlement date of the exchange offer and discharge for the performance by the current members of the Scala supervisory board of their duties as members of the Scala supervisory board for the period from May 15, 2003 through the date of the Scala extraordinary general meeting of shareholders;

appointment of L. George Klaus as the sole member of the Scala supervisory board, conditional upon the exchange offer being declared unconditional and effective upon the settlement date of the exchange offer;

appointment of Richard Borg, John Brims, Mark Duffell, John Ireland, Andreas F. Kemi and Michael Piraino as members of the Scala managing board, conditional upon the exchange offer being declared unconditional and effective upon the settlement date of the exchange offer; and

closing.

Q: Have any Scala shareholders agreed to tender their shares into the exchange offer? (see page 82)

A: Yes. Some shareholders of Scala have agreed to tender their Scala ordinary shares into the exchange offer and have entered into tender agreements with us. These shareholders are individual directors of Scala on the managing and supervisory boards who hold 294,542 Scala ordinary shares and options to purchase 277,200 Scala ordinary shares, representing in the aggregate approximately 0.25% of the outstanding Scala ordinary shares as of March 31, 2004.

Pursuant to the tender agreements, these shareholders and holders of share options have agreed that until the exchange offer is declared unconditional or the merger protocol is terminated, they will not transfer or otherwise dispose of their Scala ordinary shares or discuss, negotiate, or make any offer or agreement relating to their Scala ordinary shares with anyone other than Epicor. A copy of this form of tender agreement is attached to this prospectus as Annex B.

Q: *Does Epicor currently own any Scala ordinary shares?*

A: No. As of the date of this prospectus, other than the right to acquire the Scala ordinary shares covered by the tender agreements from members of the Scala managing and supervisory boards, Epicor does not beneficially own any Scala ordinary shares.

Table of Contents

Q: What percentage of Epicor common stock will Scala shareholders own after the exchange offer?

A: If Epicor acquires all of the outstanding Scala ordinary shares pursuant to the exchange offer, former shareholders of Scala would in aggregate own approximately 9.25% of the outstanding shares of Epicor common stock, based upon 47,443,000 shares of Epicor common stock and 24,449,000 Scala ordinary shares (including share options exercisable for Scala ordinary shares) outstanding on December 31, 2003 and not taking into account stock options, warrants or convertible securities of Epicor, but assuming conversion of the outstanding Series C and Series D convertible preferred stock of Epicor into common stock.

Q: How can I learn about the exchange offer?

A: You can learn about the exchange offer by reading this prospectus and the Dutch offering memorandum (*biedingsbericht*), which will be made publicly available by Epicor in the Netherlands. Under the Dutch securities laws, we are required to make an offering memorandum publicly available in the Netherlands that contains information about Epicor and Scala and the terms of the offer. Copies of this prospectus and the Dutch offering memorandum are available, free of charge, from ABN AMRO Bank N.V. and from Scala upon request.

Q: How do I participate in the exchange offer? (see page 67)

A: You are urged to read this entire prospectus and the Dutch offering memorandum carefully, and to consider how the exchange offer affects you. Then, if you wish to tender your Scala ordinary shares, you should contact the bank or broker who administers your Scala ordinary shares and instruct it to tender your Scala ordinary shares into the exchange offer. Your bank or broker will then notify ABN AMRO Bank N.V., our paying and exchange agent, on or prior to the expiration of the exchange offer of the number of Scala ordinary shares tendered by its respective clients that it has in its administration and bind itself in writing to deliver these shares by completing and returning the application form to ABN AMRO Bank N.V.

Please read this prospectus carefully for more information about the procedures for tendering your shares, the possible adjustment to the cash portion of the exchange offer consideration, timing of the exchange offer and your rights to withdraw your Scala ordinary shares from the exchange offer during any extension of the exchange offer period.

Q: Do I have to pay any brokerage fees or commissions?

A: If you tender your Scala ordinary shares in the exchange offer, you will not incur any brokerage fees or commissions in connection with your tender or settlement.

Q: Are there any conditions to Epicor's acceptance of the Scala ordinary shares tendered into the exchange offer? (see page 74)

A: Yes. There are a number of conditions that need to be satisfied or waived before Epicor will accept the Scala ordinary shares tendered into the exchange offer, including, among other things, a requirement that the total number of shares tendered into the exchange offer constitutes at least 95% of the outstanding Scala ordinary shares. If less than 80% of the outstanding Scala ordinary shares are tendered into the exchange offer, Epicor can only waive this condition with the agreement of Scala. Please read this prospectus carefully for more information regarding Epicor's obligation to accept Scala ordinary shares tendered into the exchange offer.

Table of Contents

Q: What happens to my Scala share options? (see page 78)

A: If you hold options to purchase Scala ordinary shares, you will receive at least 14 calendar days notice prior to the expiration of the exchange offer from Scala and/or the trustee of the Scala Share Option Scheme. Unless prohibited by a specific country's laws or otherwise agreed, you will generally be entitled, within 14 calendar days of such notice and subject to certain limitations, to exercise all of your Scala share options (whether or not they are vested) conditional upon the exchange offer being declared unconditional. Any Scala share options under the Scala Share Option Scheme that are not conditionally exercised as described above will terminate and cease to exist. Upon exercise of your share options, you may, at your election, also tender into the exchange offer the Scala ordinary shares you receive pursuant to the option exercise by contacting Scala in accordance with the instructions that you receive from Scala. If you do not tender into the exchange offer the Scala ordinary shares you received upon the exercise of your share options, you will continue to own your Scala ordinary shares. Please see the question below for more details regarding what happens if you choose not to tender your ordinary shares into the exchange offer.

Q: What happens if the exchange offer is completed and I have not tendered my Scala ordinary shares? (see page 78)

A: You will continue to own your Scala ordinary shares. After the completion of the exchange offer, we intend to, among other things, de-list the Scala ordinary shares from Euronext Amsterdam, such that there will no longer be a public market for Scala ordinary shares. We can only commence such a delisting procedure once we have obtained 95% or more of the issued and outstanding Scala ordinary shares. After the completion of the exchange offer, the value of your Scala ordinary shares may decline and you may be unable to sell your Scala ordinary shares readily or at all after the completion of the exchange offer.

In addition, we intend to effectuate a corporate restructuring of Scala, which we refer to as the post-closing restructuring, in order to acquire the remaining Scala ordinary shares. The post-closing restructuring may include, without limitation:

the commencement of a buy-out procedure by us of Scala shareholders, which is permitted under Dutch law only if we own 95% or more of the outstanding Scala ordinary shares;

the sale and transfer by Scala, or any of its subsidiaries, to us, or any of our affiliates, of all or a portion of the assets of Scala (including capital stock of a group company) or its subsidiaries;

the transfer of employees from Scala or a Scala group company to us or any of our affiliates, and the transfer of employees from us or any of our affiliates to Scala or any Scala subsidiary;

the merger of a Scala group company into Scala or us or any of our affiliates;

the effectuation by Scala and one or more of our Dutch subsidiaries of a legal merger within the meaning of Section 2:309 of the Dutch Civil Code, as described in the section entitled "The Exchange Offer - Post-Closing Legal Merger";

the amendment of the articles of association of Scala, for instance, in order to make them more in accordance with the articles of association and by-laws customarily used for Epicor and its affiliates;

the transformation of Scala into a private company with limited liability (which we can only effectuate once the Scala ordinary shares have been de-listed from Euronext Amsterdam); or

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

any one or more combinations of the foregoing actions.

Under Dutch law, once we have declared the exchange offer unconditional we are prohibited for a period of three years from the availability of the offer documentation from acquiring any Scala ordinary shares not tendered into the exchange offer on terms that are more favorable than the exchange offer consideration, except for regular market purchases of Scala ordinary shares on Euronext Amsterdam or the acquisition of Scala ordinary shares pursuant to the buy-out procedure.

Table of Contents

Q: Is Epicor's financial condition relevant to my decision to tender my Scala ordinary shares into the exchange offer?

A: Yes. Since Scala ordinary shares accepted in the exchange offer will be partially exchanged for shares of Epicor common stock, you should consider Epicor's financial condition before you decide to tender your Scala ordinary shares into the exchange offer. In considering Epicor's financial condition, you should review carefully the information in this prospectus and the documents incorporated by reference into this prospectus because they contain detailed business, financial and other information about Epicor.

Q: Who can help answer my questions?

A: If you have any questions about the exchange offer or on how to tender your Scala ordinary shares, you should contact your bank or broker.

Copies of this prospectus and the Dutch offering memorandum are available at:

ABN AMRO Bank N.V.

Department Equity Capital Markets HQ 7006

Gustav Mahlerlaan 10

1082 PP Amsterdam

tel.: +31 20 383 6707

fax: +31 20 628 0004

email: prospectus@nl.abnamro.com

and

Scala Business Solutions N.V.

Prinsengracht 739-741

1017 JX Amsterdam

tel. :+31 20 427 4361

fax:+31 20 423 3100

email: epicoroffer@scala.net

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

You may also call () - toll free in the United States or () - outside the United States to obtain the final exchange ratio starting at the close of the Nasdaq trading day that is two full Nasdaq trading days prior to the expiration of the exchange offer. These telephone numbers will also be available throughout the period in which the exchange offer remains open to provide callers with the exchange ratio on each day during the exchange offer as if the exchange ratio had been determined on that date.

Table of Contents

SUMMARY

The following is a summary of the information contained in this prospectus. This summary may not contain all of the information about the exchange offer that is important to you. For a more complete description of the exchange offer, we encourage you to read carefully this entire prospectus, including the attached annexes. In addition, we encourage you to read the information incorporated by reference into this prospectus, which includes important business and financial information about Epicor. You may obtain the information incorporated by reference into this prospectus without charge by following the instructions in the section entitled "Incorporation of Certain Information by Reference" beginning on page 127 of this prospectus.

The Exchange Offer and the Merger Protocol (see pages 51 and 73)

Epicor and Scala have agreed to the exchange offer under the terms of an agreement called the merger protocol. The merger protocol was entered into on November 13, 2003, Pacific Standard Time (and November 14, 2003, Central European Time), and amended and restated on April 14, 2004. A copy of the amended and restated merger protocol is attached to this prospectus as Annex A and is described in this prospectus. Upon the terms and subject to the conditions to the exchange offer described in the merger protocol, we will offer to exchange for each Scala ordinary share that is validly tendered and not properly withdrawn, 0.1795 shares of Epicor common stock (and accompanying preferred stock purchase rights) and \$1.8230 in cash, subject to adjustment as described more fully in this prospectus.

Parties to the Exchange Offer

Epicor Software Corporation

195 Technology Drive

Irvine, California 92618-2402

(949) 585-4293

We are relocating our headquarters on April 19, 2004 to:

18200 Von Karman Avenue

Suite 1000

Irvine, California 92612

Epicor designs, develops, markets and supports enterprise and eBusiness software solutions for use by mid-sized companies as well as divisions and subsidiaries of larger corporations worldwide. Epicor's business solutions are focused on the midmarket, which generally includes companies between \$10 million and \$500 million in annual revenues. Epicor's solutions are designed to help companies focus on their customers, suppliers, partners, and employees, through enterprise-wide management of resources and information. Epicor believes this collaborative focus differentiates Epicor from conventional enterprise resource planning (ERP) vendors, whose primary focus is improving internal business processes and efficiencies. By automating and integrating information and critical business processes across their entire value chain, midmarket companies can improve not just their bottom line, but also their top line, allowing them to compete more effectively in today's increasingly global economy.

Epicor's products integrate back office applications for manufacturing, distribution and accounting with front office applications for sales, marketing and customer service and support. Epicor also provides integrated eCommerce capabilities that allow companies to leverage the power of the Internet to allow their organization to further extend beyond the traditional "four walls" of their enterprise, and further integrate their operations with their customers, suppliers and partners.

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

Epicor's software products incorporate a significant number of features localized to address international market opportunities, including support for multiple languages, multiple currencies and accounting for value-added taxation (VAT) and goods and services taxation (GST).

Epicor offers consulting, training and support services to supplement the use of its software products by its customers. Midmarket companies require cost effective systems that have broad functionality, yet are rapidly implemented, easily adapted and highly configurable to their unique business requirements.

Table of Contents

Epicor was incorporated in Delaware in November 1987 under the name Platinum Holdings Corporation. In September 1992, it changed its name to Platinum Software Corporation. In April 1999, Epicor changed its name to Epicor Software Corporation.

Scala Business Solutions N.V.

Prinsengracht 739-741

1017 JX Amsterdam

The Netherlands

Telephone Number: +31 20 427 4361

Scala designs, develops, markets and supports collaborative enterprise resource planning (ERP) software that is used by the small- and medium-size divisions and subsidiaries of large multinational corporations, as well as by independent stand-alone companies, in developed and emerging markets. Scala's solutions enable these companies to manage resources and information throughout their enterprise through integrating back-office applications for manufacturing, distribution and accounting with front-office applications for sales, marketing and customer service and support, helping them increase their business efficiency and productivity.

Scala provides companies with an open, flexible, easy-to-deploy and cost effective ERP system. Scala's solutions are based on a web services platform and utilize Microsoft® technologies. Scala designs its products to be compatible with current and emerging industry standards, and customizes its products to meet the individual needs of its customers worldwide. Approximately half of Scala's customers are mid-sized companies and subsidiaries or divisions of large multinational corporations, with the remaining half being smaller, local companies.

Scala's software and services support local currencies and accounting regulations, are available in more than 30 languages, and are used by customers in over 140 countries. Scala's local presence and its multi-language and multi-currency software, together with local know-how and expertise gained from over 25 years of working with multinational corporations and their subsidiaries and divisions across a wide variety of industries, allow Scala to serve customers who do business globally. Scala's software and services also enable its customers to integrate all of their ERP systems in multiple locations throughout the world, whether in a subsidiary, division or headquarters, and whether they are Scala systems or other vendors' systems.

Scala has had a close relationship with Microsoft since 1993, and works together with Microsoft to develop Scala's products utilizing Microsoft technologies. All of Scala's products are designed for the Microsoft platform.

Scala is a public company with limited liability incorporated under the laws of the Netherlands. Scala was founded in Sweden in 1978 under the name Beslutsmodellert. In 1996, the company renamed itself Scala, and in 1997 Scala Business Solutions N.V. was incorporated in the Netherlands. Scala has been listed on Euronext Amsterdam since July 16, 1998.

Adjustment of the Cash Portion of the Exchange Offer Price (see page 63)

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

If the product of the average closing price on the Nasdaq National Market for shares of Epicor common stock during the 10 trading day period ending two full trading days prior to the expiration of the exchange offer and 0.1795 is less than \$1.8327, the cash portion of the exchange offer consideration will be increased by the amount by which such product is less than \$1.8327, up to a maximum of \$0.3665.

We will publish the final exchange ratio in a press release to be issued immediately after the close of the Nasdaq trading day that is two full Nasdaq trading days prior to the expiration of the exchange offer, and in an advertisement in the Daily Official List of Euronext Amsterdam and in one or more daily newspapers with nation-wide distribution in the Netherlands. We will also file a current report on Form 8-K with the SEC

Table of Contents

containing the final exchange ratio on the Nasdaq trading day that is one full Nasdaq trading day prior to the expiration of the exchange offer. You may also contact your bank or broker who administers your Scala shares to find out the final exchange ratio.

You may also call () - toll free in the United States or () - outside the United States to obtain the final exchange ratio starting at the close of the Nasdaq trading day that is two full Nasdaq trading days prior to the expiration of the exchange offer. These telephone numbers will also be available throughout the period in which the exchange offer remains open to provide callers with the exchange ratio on each day during the exchange offer as if the exchange ratio had been determined on that date.

Structure of the Exchange Offer (see page 64)

We reserve the right to assign our right to delivery of the Scala ordinary shares tendered into the exchange offer to our subsidiary, Epicor Software Nederland B.V., or any other of our subsidiaries, if and when we declare the exchange offer unconditional. If we decide to assign our right to delivery, we will announce this decision through an advertisement in one or more daily newspapers with nation-wide distribution in the Netherlands and in the Daily Official List of Euronext Amsterdam. Scala shareholders who tender their Scala shares into the exchange offer will be deemed to have been validly notified of this assignment in accordance with Dutch law by way of these advertisements if and when published by Epicor.

Recommendation of Each of the Scala Boards (see page 74)

The Scala managing and supervisory boards have each unanimously approved the merger protocol and the exchange offer based on their determination that the consideration payable in the exchange offer is fair to and in the best interests of Scala, its shareholders and all other stakeholders and recommend that Scala shareholders tender their shares into the exchange offer.

Reasons for the Exchange Offer

Scala (see page 56). Scala's reasons for recommending the exchange offer and a number of factors considered by the Scala managing and supervisory boards in determining whether to recommend the exchange offer are described in the section entitled "The Exchange Offer Scala's Reasons for the Exchange Offer" in this prospectus.

Epicor (see page 55). Epicor's reasons for entering into the merger protocol and a number of factors considered by Epicor's board of directors in determining whether to enter into the merger protocol and acquire Scala are described in the section entitled "The Exchange Offer Epicor's Reasons for the Exchange Offer" in this prospectus.

Opinion of Scala Financial Advisor Regarding the Exchange Offer (see page 59)

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

The supervisory and managing boards of Scala have received a written opinion, dated December 11, 2003, from Fortis Bank (Nederland) N.V., to the effect that, as of the date of the opinion and based on and subject to the matters described in the opinion, the aggregate consideration to be offered to holders of Scala ordinary shares in the exchange offer was fair, from a financial point of view, to such shareholders.

The full text of Fortis Bank's opinion is attached to this prospectus as Annex C, and we urge you to read this opinion in its entirety. Fortis Bank's opinion is addressed only to the Scala managing and supervisory boards and does not constitute a recommendation to any holder of Scala ordinary shares regarding whether that shareholder should tender Scala ordinary shares into the exchange offer.

Table of Contents

Members of the Scala Managing and Supervisory Boards Have Interests in the Exchange Offer (see page 109)

When you consider the Scala managing and supervisory boards' recommendation that shareholders tender their Scala ordinary shares into the exchange offer, you should be aware that some members of the Scala managing and supervisory boards may have interests in the exchange offer that may be different from, or in addition to, those of Scala's shareholders generally. These interests include employment arrangements with Epicor, bonus payments, appointment to Epicor's board of directors, indemnification arrangements and accelerated vesting of Scala share options. These interests are described in more detail in the section entitled "Executive Officers and Directors of Scala" Interests of Scala Management and Members of Scala Boards in the Exchange Offer" in this prospectus.

Scala's Boards Following the Exchange Offer (see page 78)

All current members of the Scala supervisory board will resign conditional on the exchange offer being declared unconditional and effective as of the settlement date of the exchange offer. Upon resignation, each resigning supervisory board member will receive an additional full annual payment of EUR 25,000 and Jan-Erik Lundberg, as the chairman of the supervisory board, will receive an additional full annual payment of EUR 50,000 as compensation for loss of office.

As of the settlement date of the exchange offer, L. George Klaus shall be appointed as the sole member of the Scala supervisory board.

All current members of the Scala managing board will continue to serve on the Scala managing board. If the exchange offer is declared unconditional, Richard Borg, John Brims, Mark Duffell, John Ireland, Andreas Kemi and Michael Piraino will be appointed as members of the Scala managing board as of the settlement date of the exchange offer.

In addition, under certain circumstances, upon the purchase by Epicor of Scala ordinary shares representing not less than 51% of the outstanding Scala ordinary shares, Scala will convene an extraordinary general meeting of shareholders for the election of such number of directors to serve on each of the Scala managing and supervisory boards in order to give Epicor proportional representation on each of the boards.

Scala Meeting of Shareholders (see page 83)

Scala will hold an extraordinary general meeting of shareholders on _____, 2004 at _____, Central European Time, at _____ in Amsterdam, the Netherlands in accordance with Section 9q of the 1995 Decree on the Supervision of the Securities Trade (Netherlands) and its articles of association.

The agenda for the Scala extraordinary general meeting of shareholders will include the following matters:

opening;

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

discussion of the exchange offer in accordance with section 9q of the 1995 Decree on the Supervision of the Securities Trade (Netherlands);

resignation of the current members of the Scala supervisory board, conditional upon the exchange offer being declared unconditional and effective upon the settlement date of the exchange offer, and discharge for the performance by the current members of the Scala supervisory board of their duties as members of the Scala supervisory board for the period from May 15, 2003 through the date of the Scala extraordinary general meeting of shareholders;

Table of Contents

appointment of L. George Klaus as the sole member of the Scala supervisory board, conditional upon the exchange offer being declared unconditional and effective upon the settlement date;

appointment of Richard Borg, John Brims, Mark Duffell, John Ireland, Andreas F. Kemi and Michael Piraino as members of the Scala managing board, conditional upon the exchange offer being declared unconditional and effective upon the settlement date; and

closing.

What is Needed to Complete the Exchange Offer (see page 75)

Our obligation to accept Scala ordinary shares tendered for exchange in the exchange offer is subject to the satisfaction of a number of conditions, which may, in some instances, be waived. These conditions are the following:

on or before the expiration of the exchange offer, the number of Scala ordinary shares tendered into the exchange offer, together with any other Scala ordinary shares held by us, must represent at least 95% of the outstanding Scala ordinary shares;

no third party will have obtained the right to acquire or will have agreed to acquire or take up shares to be issued by Scala or a substantial part of the assets or business of Scala or Scala's group companies;

the managing and supervisory boards of Scala will not have resolved to revoke their unanimous favorable recommendations of the exchange offer;

all regulatory approvals necessary for the exchange offer will have been obtained prior to the expiration of the exchange offer period;

the exchange offer will not have been rendered impossible or materially adversely affected by any decisions of competent courts or authorities;

prior to the expiration of the exchange offer there will have been no material facts or circumstances that were not known to Epicor as of December 12, 2003 (including, but not limited to, national and/or international extraordinary developments in financial, political and/or economic circumstances) and that would have such a very significant impact on the value of the business of Scala that we could not reasonably be expected to declare the exchange offer unconditional;

no event will have occurred and be continuing that (i) makes it illegal or otherwise prohibits us from declaring the exchange offer unconditional in accordance with the terms of the merger protocol or from accepting the Scala ordinary shares tendered into the exchange offer, (ii) imposes material limitations on our ability to acquire, hold or exercise full rights of ownership of the Scala ordinary shares tendered into the offer, or (iii) requires divestiture by us or any of our subsidiaries of any Scala ordinary shares or of any part of our business or the business of Scala;

Scala will not have breached the merger protocol in a material respect relevant to our determination to declare the exchange offer unconditional;

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

prior to the expiration of the exchange offer period, no notification has been received from the AFM that the Dutch public offer has been made in conflict with Chapter IIa of the 1995 Act on the Supervision of the Securities Trade (Netherlands) in which case the securities institutions pursuant to section 32a of the 1995 Decree on the Supervision of the Securities Trade (Netherlands) would not be allowed to cooperate with the settlement of the exchange offer and Euronext Amsterdam will not have suspended and continued to suspend Scala's listing on Euronext Amsterdam; and

Table of Contents

the registration statement on Form S-4, of which this prospectus is a part, to register shares of Epicor's common stock to be issued in connection with the exchange offer will not be the subject of any stop orders or proceedings seeking a stop order.

If all of the offer conditions are satisfied or waived, we will declare the offer unconditional within five Euronext Amsterdam trading days after the exchange offer expires.

Required Regulatory Approvals to Complete the Exchange Offer (see page 68)

Other than (i) the SEC declaring effective the registration statement on Form S-4, of which this prospectus is a part, (ii) the review by the AFM of the draft Dutch offering memorandum, which shall be completed prior to commencing the exchange offer, (iii) a dispensation by the AFM from the requirement to publish a specified price or exchange ratio in the Dutch offering memorandum, which was granted on December 10, 2003, (iv) a dispensation by the AFM from the requirement to publish a Dutch Bte-prospectus (a prospectus referred to in article 3 paragraph 2 sub b of the 1995 Act on the Supervision of the Securities Trade (Netherlands) that is generally required in connection with the issuance of securities in the Netherlands), which was granted on December 24, 2003, and (v) the dispensations by the AFM from the requirement to publish the Dutch offering memorandum within six weeks after December 12, 2003, which were granted on January 22, 2004 and March 30, 2004, we do not believe that any additional material governmental filings or approvals are required with respect to the exchange offer. However, governmental authorities, and in some cases, private individuals, could challenge the exchange offer at any time.

Procedure for Tendering (see page 67)

Scala shareholders are requested to tender their Scala ordinary shares for acceptance through their bank or broker, that either is an Admitted Institution of Euronext Amsterdam or holds shares through a bank or broker that is an Admitted Institution of Euronext Amsterdam, where their shares are administered, to ABN AMRO Bank N.V., which has been appointed as exchange and paying agent for the exchange offer. Unless the exchange offer is extended in accordance with Dutch law, such shares must have been tendered by no later than the expiration of the exchange offer period, 3:00 p.m., Central European Time, on _____, 2004.

The Admitted Institutions of Euronext Amsterdam, which includes banks and brokers, may only tender Scala ordinary shares for acceptance to ABN AMRO Bank N.V. in writing by duly completing and signing the application form. By tendering, the Admitted Institutions of Euronext Amsterdam declare that they fully comply with the restrictions outlined in this prospectus and the Dutch offering memorandum, have the Scala ordinary shares in their administration and that they bind themselves to deliver these shares no later than 10:00 a.m., Central European Time, on the settlement date, which will be within three Euronext Amsterdam trading days after the exchange offer is declared unconditional (*gestand gedaan*).

Withdrawal Rights (see page 68)

Your tender of Scala ordinary shares pursuant to the exchange offer is irrevocable, except in the event that we extend the exchange offer period. If we extend the exchange offer period, you may withdraw Scala ordinary shares tendered into the exchange offer during the original exchange offer period at any time prior to the expiration of the extended exchange offer period by contacting your bank or broker.

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

Exchange of Scala Ordinary Shares; Delivery of Shares of Epicor Common Stock and Cash (see page 67)

If the terms and conditions of the exchange offer are satisfied or waived and the offer is declared unconditional, we are required to accept for exchange all Scala ordinary shares validly tendered and not properly

Table of Contents

withdrawn and to deliver in exchange, shares of Epicor common stock and cash as set forth in the merger protocol. The payment and delivery of Epicor common stock and cash will be effected by us on the settlement date, the date which is at the latest three Euronext Amsterdam trading days after the exchange offer is declared unconditional, through ABN AMRO Bank N.V., our exchange and paying agent.

Scala is Prohibited from Considering Other Offers (see page 79)

Scala has agreed not to solicit, encourage or engage in discussions with other parties regarding the sale of its ordinary shares or a merger, association, acquisition or other similar transaction concerning Scala or its subsidiaries unless the merger protocol has been terminated in accordance with its terms. In addition, Scala may not enter into a transaction with anyone other than Epicor regarding the acquisition of any Scala ordinary shares or any material portion of Scala's assets unless the merger protocol has been terminated in accordance with its terms.

However, in the event of any unsolicited competing offer that, in terms of the price offered and the proposed strategy, is substantially better for Scala and its shareholders than the exchange offer, nothing in the merger protocol prohibits the members of the Scala managing and supervisory boards from considering or engaging in discussions or negotiations or making recommendations to the shareholders of Scala (and withdrawing their recommendations regarding the exchange offer) regarding such competing offer to the extent necessary to comply with their fiduciary duties and subject to certain conditions.

Epicor and Scala May Terminate the Merger Protocol (see page 80)

We and Scala may agree jointly to terminate the merger protocol at any time. In addition, either we or Scala may terminate the merger protocol if:

the conditions for Epicor to accept the Scala ordinary shares tendered into the exchange offer have not been satisfied or waived by August 31, 2004;

any applicable law or regulation makes completion of the exchange offer illegal or prohibited; or

a final, non-appealable order of a court or other governmental body prohibits the completion of the exchange offer.

We may also terminate the merger protocol if either of the Scala managing board or supervisory board resolves to revoke its unanimous recommendation supporting the exchange offer.

Epicor or Scala May Be Required to Pay a Termination Fee or Break-Up Fee (see page 80)

Pursuant to the merger protocol, if the exchange offer is not consummated due to any breach of obligations under the merger protocol, the party that caused the breach will be required to pay the other party a EUR 3 million termination fee for fixed damages.

In addition, Scala will pay Epicor a break up fee of EUR 1.5 million immediately upon written and documented request to it for the costs incurred by Epicor related to the exchange offer (including internal costs, advisory fees and other out-of-pocket expenses, loss of profits and opportunity costs) if:

a public announcement indicating that a third party is preparing, has prepared or made a public offer for the Scala ordinary shares or an indication that a third party has obtained the right to acquire or has agreed to acquire or take up shares to be issued by Scala in an amount of more than 51% of the outstanding Scala ordinary shares or a substantial part of the assets or business of Scala or Scala's group companies, and such third party transaction has been approved or recommended by Scala's managing board or supervisory board or submitted for approval by the shareholders of Scala;

Table of Contents

the merger protocol is terminated, not due to certain breaches by Epicor, at a point in time when less than 95% of the outstanding Scala ordinary shares have been tendered in the exchange offer, because such a transaction with a third party has been announced, has not been withdrawn, is superior in value to the exchange offer and a transaction with such third party is consummated within six months of terminating the merger protocol; or

either of the Scala managing board or supervisory board has resolved to revoke its unanimous recommendation in favor of the exchange offer.

However, in the event that Scala is required to pay the EUR 3 million termination fee because the revocation by either of the Scala managing board or supervisory board of its unanimous recommendation supporting the exchange offer constitutes a breach of the merger protocol, the additional EUR 1.5 million reimbursement payment for Epicor's costs due to such revocation shall be credited against the EUR 3 million payment.

The Exchange Offer is Taxable for United States Federal Income Tax Purposes for U.S. Holders and May be Taxable for Netherlands Income Tax Purposes for Dutch Individuals (see pages 45 and 47)

The receipt of shares of Epicor common stock and cash in exchange for Scala ordinary shares pursuant to the exchange offer will be a taxable transaction for United States federal income tax purposes. Each U.S. holder receiving Epicor common stock and cash will recognize gain or loss equal to the difference between (1) the sum of the fair market value of the Epicor common stock and the cash received in exchange for such shareholder's shares, and (2) the shareholder's adjusted tax basis in such Scala ordinary shares. Special rules apply for non-U.S. holders.

The receipt of shares of Epicor common stock and cash in exchange for Scala ordinary shares pursuant to the exchange offer may be a taxable transaction for Dutch private or corporate income tax purposes. If taxable, each Dutch holder receiving Epicor common stock and cash will generally recognize a gain or loss equal to the difference between (1) the sum of the fair market value of the Epicor common stock and the cash received in exchange for such shareholder's shares, and (2) the book value of the tendered Scala ordinary shares for tax purposes. For certain Dutch holders being private individuals, the exchange offer itself will not be a taxable transaction. However, the offer will indirectly influence the base for a fictitious yield tax, which sets the annual taxable benefit at a fixed percentage of all the assets and liabilities of a Dutch individual, irrespective of the actual income or capital gains. Special rules apply for non-Dutch holders.

Scala shareholders are urged to consult their own tax advisors regarding the United States federal, Dutch, state, local, non-U.S. and non-Dutch, and other tax consequences of the exchange offer in light of their particular circumstances.

Extension and Waiver of Conditions to the Exchange Offer (see page 74)

We may unilaterally waive the condition that the number of Scala ordinary shares tendered into the exchange offer, together with such shares held by us, represent at least 95% of the outstanding Scala ordinary shares on or before the expiration of the exchange offer, provided that the number of Scala ordinary shares tendered into the exchange offer represents at least 80% of the outstanding Scala ordinary shares at the expiration of the exchange offer. If such number of Scala ordinary shares is less than 80%, we may mutually agree with Scala to decrease the number of Scala ordinary shares required to be tendered to satisfy such condition and/or extend the exchange offer period.

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

If the conditions related to the receipt of all regulatory approvals and the effectiveness of the registration statement on Form S-4, of which this prospectus is a part, are the only conditions to the exchange offer that have not been satisfied or waived, then the expiration of the exchange offer will be extended by us for 60 days. If

Table of Contents

certain conditions to the exchange offer relating to receipt of all regulatory approvals or the effectiveness of the registration statement on Form S-4, of which this prospectus is a part, are not satisfied on the expiration of the exchange offer, and one or more other conditions are not satisfied or waived, the date for fulfillment may be unilaterally extended by us for up to 60 days. Other than as provided above with respect to the condition in the above paragraph regarding the percentage of shares tendered into the exchange offer, if any conditions other than the conditions related to the receipt of all regulatory approvals and the effectiveness of the registration statement on Form S-4, of which this prospectus is a part, have not been satisfied or waived then the expiration of the exchange offer may be extended by us with Scala's consent.

If the exchange offer period is extended, we will make a public announcement to that effect by way of an advertisement to be published in one or more daily newspapers with nation-wide distribution in the Netherlands and in the Daily Official List of Euronext Amsterdam no later than the third Euronext Amsterdam trading day after the previously scheduled expiration date. These announcements shall be made in accordance with section 9o of the 1995 Decree on the Supervision of the Securities Trade (Netherlands) and shall contain the new expiration date of the exchange offer. Scala shareholders are entitled during the extended exchange offer period to withdraw any Scala ordinary shares tendered during the original exchange offer period.

We also have the right to waive certain other conditions to our obligation to accept all validly tendered Scala ordinary shares, including, but not limited to the conditions requiring that:

no third party will have obtained the right to acquire or agreed to acquire or take up shares to be issued by Scala or to acquire a substantial part of the assets or business of Scala or Scala's group companies;

the managing and supervisory boards of Scala will not have resolved to revoke their unanimous favorable recommendations of the exchange offer;

all regulatory approvals necessary for the exchange offer will have been obtained prior to the expiration of the exchange offer period;

Scala will not have breached the merger protocol in a material respect relevant to our determination to declare the exchange offer unconditional; and

Scala shall not have breached the merger protocol in a material respect relevant to our acceptance of the Scala ordinary shares tendered into the exchange offer.

We will follow any extension, termination, amendment or delay, as promptly as practicable, with a public announcement in accordance with the publication requirements of the merger protocol and applicable Dutch and United States laws.

Subsequent Offer Period (see page 66)

We expressly reserve the right to have a subsequent offering period of not less than three US business days nor more than 15 Euronext Amsterdam trading days. A subsequent offering period is different from an extension. A subsequent offering period is an additional period of time, following the expiration date of the initial (or extended) exchange offer period, during which stockholders may tender Scala ordinary shares not tendered on or prior to the expiration date of the initial (or extended) exchange offer period. You will not have the right to withdraw any shares of Scala ordinary shares that you tender during a subsequent offering period. We will accept for exchange, and deliver Epicor

Edgar Filing: EPICOR SOFTWARE CORP - Form S-4

Common Stock and cash in exchange for, Scala ordinary shares that are validly tendered, within three Euronext Amsterdam trading days after the expiration of any subsequent offering period.

Accounting Treatment of the Exchange Offer (see page 45)

We will account for the exchange offer under the purchase method of accounting for business combinations in accordance with United States generally accepted accounting principles.

Table of Contents

Epicor Will List Shares of Epicor Common Stock on the Nasdaq National Market (see page 71)

We expect to prepare and file a notification form for the change in the number of shares outstanding of our common stock with the Nasdaq Stock Market in order to cause the shares of Epicor common stock issuable or required to be reserved for issuance in connection with the exchange offer to be listed on the Nasdaq National Market, effective as of the settlement date.

Scala Shareholders Appraisal Rights (see page 68)

Dutch law does not recognize the concept of appraisal or dissenters' rights, and, accordingly, Scala shareholders have no appraisal rights for their ordinary shares under Dutch law in connection with the exchange offer. However, Dutch corporate law requires the management of a company and a majority of the shareholders to act in accordance with the principles of reasonableness and fairness when dealing with minority shareholders. See the section in this prospectus entitled "The Exchange Offer Buy-out Procedure" for a discussion of the judicial proceedings under Dutch law relating to the determination of the amount of consideration to be paid to the remaining minority Scala shareholders in a buy-out procedure. See also Annex D attached to this prospectus for the unofficial English translation of Section 2:92a of the Dutch Civil Code in connection with the buy-out procedure.

Table of Contents

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF EPICOR

The table below presents selected historical consolidated financial data with respect to Epicor as of the dates and for the periods indicated. The historical consolidated statements of operations data presented below for the fiscal years ended December 31, 2003, 2002 and 2001 the historical consolidated balance sheet data as of December 31, 2003 and 2002, have been derived from Epicor's audited historical consolidated financial statements, which are incorporated by reference into this prospectus. The historical consolidated statements of operations data presented below for the fiscal years ended December 31, 2000 and 1999 and the historical consolidated balance sheet data as of December 31, 2001, 2000 and 1999 have been derived from Epicor's historical audited consolidated financial statements, which are not incorporated by reference into this prospectus. The historical results are not necessarily indicative of results to be expected for any future period.

It is important for you to read the following selected historical consolidated financial data together with the consolidated financial statements and accompanying notes contained in Epicor's Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2003 and the financial statements and management's discussion and analysis of such financial statements included therein, all of which are incorporated by reference into this prospectus.

Table of Contents**EPICOR SOFTWARE CORPORATION AND SUBSIDIARIES****Selected Historical Consolidated Financial Data****(in thousands, except per share amounts)**

	As of or for the year ended December 31,				
	2003	2002	2001	2000	1999
	(5)	(5)	(4)	(3)	(1)(2)
Historical Consolidated Statements of Operations Data:					
Total revenues	\$ 155,422	\$ 143,467	\$ 174,492	\$ 224,155	\$ 261,965
Net income (loss) applicable to common stockholders	\$ 9,053	\$ (7,264)	\$ (28,730)	\$ (40,735)	\$ (50,633)
Net income (loss) applicable to common stockholders per share:					
Basic	\$ 0.21	\$ (0.17)	\$ (0.69)	\$ (0.98)	\$ (1.25)
Diluted	\$ 0.18	\$ (0.17)	\$ (0.69)	\$ (0.98)	\$ (1.25)
Historical Consolidated Balance Sheets Data:					
Total assets	\$ 102,223	\$ 73,268	\$ 86,771	\$ 134,787	\$ 170,177
Long-term obligations and redeemable preferred stock	\$ 1,355	\$ 3,043	\$ 2,229	\$ 5,621	\$ 520
Net stockholders equity	\$ 29,410	\$ 3,786	\$ 7,171	\$ 34,067	\$ 71,806

- (1) For the year ended December 31, 1999, net loss included restructuring charges of \$9,975,000 recorded relative to the Epicor's restructuring activities, related charges aggregating \$7,713,000 recorded in cost of license fees and general and administrative expenses to reflect the write down of certain operating assets, and a litigation charge of \$1,800,000.
- (2) For the year ended December 31, 2000, net loss included a charge of \$5,337,000 recorded in cost of license fees related to the write-down of capitalized software development costs, provision for doubtful accounts of \$18,480,000 and a \$2,000,000 litigation charge.
- (3) For the year ended December 31, 2001, net loss included gain from sales of product lines of \$11,880,000, provision for doubtful accounts of \$10,108,000, restructuring charges of \$9,658,000 and a charge of \$1,500,000 recorded in cost of revenues, related to the write-down of capitalized development costs and reduction in the carrying value of certain intangible assets. See Notes 1, 5 and 7 of Notes to Consolidated Financial Statements.
- (4) For the year ended December 31, 2002, net loss included restructuring charges of \$3,891,000, a \$4,288,000 settlement charge, a \$600,000 charge included in cost of revenues to write-down certain prepaid software royalties, and a \$1,000,000 reduction in general and administrative expenses related to the favorable settlement of international payroll tax issues and a \$1,200,000 income tax benefit related to adjustments for certain other international tax issues. See Notes 5, 8, 9 and 14 of Notes to Consolidated Financial Statements.
- (5) For the year ended December 31, 2003, net income included restructuring charges of \$937,000, a \$1,100,000 reduction in operating expenses related to a decrease in the provision for doubtful accounts and a \$241,000 fee paid to the holders of the preferred stock accounted for a beneficial conversion option on the preferred stock. See Notes 5 and 13 of Notes to Consolidated Financial Statements.

Table of Contents

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF SCALA

The table below presents selected historical consolidated financial data with respect to Scala as of the dates and for the periods indicated. The historical consolidated statements of operations data presented below for the fiscal years ended December 31, 2003 and 2002 and the historical consolidated balance sheets data as of December 31, 2003 and 2002 have been derived from Scala's audited restated historical consolidated financial statements, prepared under U.S. GAAP, which are included elsewhere in this prospectus. The historical consolidated statement of income data presented below for the fiscal years ended December 31, 2001, 2000 and 1999 and the historical consolidated balance sheet data as of December 31, 2001, 2000 and 1999 have been derived from Scala's unaudited restated historical consolidated financial statements prepared under U.S. GAAP, which do not appear elsewhere in this prospectus. The historical results are not necessarily indicative of results to be expected for any future period.

It is important for you to read the following selected historical consolidated financial data together with the consolidated financial statements and accompanying notes and the section entitled "Scala Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in this prospectus.

Table of Contents**SCALA BUSINESS SOLUTIONS N.V.****Summary Selected Historical Consolidated Financial Data**

(in thousand US\$, except share and per share amounts)

	2003	Restated (1)			1999
		2002	2001	2000	
			Unaudited	Unaudited	Unaudited
Historical Consolidated Statements of Operations Data:					
Total revenue	\$ 69,105	\$ 74,835	\$ 68,213	\$ 71,204	\$ 97,337
Income/(loss) before income taxes	\$ (6,228)	\$ 7,028	\$ 2,545	\$ (30,690)	\$ (30,226)
Net income/(loss)	\$ (10,664)	\$ 4,990	\$ 1,475	\$ (36,315)	\$ (30,293)
Income/(loss) per ordinary share:					
Basic:					
Net income/(loss)	\$ (0.47)	\$ 0.22	\$ 0.06	\$ (1.76)	\$ (1.61)
Diluted:					
Net income/(loss)	\$ (0.47)	\$ 0.21	\$ 0.06	\$ (1.76)	\$ (1.61)
Shares used in computing income/(loss) per common share:					
Basic	22,893,888	22,880,215	22,746,542	20,585,513	18,760,256
Diluted	22,893,888	23,294,494	22,889,946	20,585,513	18,760,256
Historical Consolidated Balance Sheet Data:					
Total assets	\$ 43,285	\$ 51,037	\$ 49,829		