

AFFILIATED COMPUTER SERVICES INC
Form SC TO-C
February 06, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 6, 2006

Affiliated Computer Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-12665

51-0310342

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

2828 North Haskell Avenue, Dallas, Texas

75204

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(214) 841-6111

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events.

On January 26, 2006, Affiliated Computer Services, Inc. (the "Company") issued a press release announcing that its Board of Directors has authorized a modified "Dutch Auction" tender offer to purchase up to 55.5 million shares of its Class A common stock at a price per share not less than \$56.00 and not more than \$63.00. In that press release, the Company announced that the tender offer would commence on or about February 6, 2006.

The Company's Quarterly Report on Form 10-Q for the second quarter of fiscal year 2006 (the "2nd Quarter 10-Q") is expected to be filed on February 9, 2006. The Company has determined that the tender offer should not commence until after the 2nd Quarter 10-Q has been filed. Consequently, the tender offer is now expected to commence on or about February 9, 2006 and to expire on or about March 9, 2006, unless extended. The full details of the tender offer will be set forth in the Offer to Purchase, the Letter of Transmittal and related materials, which will be attached as exhibits to the Schedule TO to be filed by the Company with the Securities and Exchange Commission at the commencement of the tender offer.

The information on this Current Report on Form 8-K is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, any shares. The full details of the tender offer, including complete instructions on how to tender shares, along with the letter of transmittal and related materials, are expected to be mailed to stockholders promptly following commencement of the offer. Stockholders should carefully read the offer to purchase, the letter of transmittal and other related materials when they are available because they will contain important information. Stockholders may obtain free copies, when available, of the tender offer statement and other filed documents relating thereto that will be filed by the Company with the U.S. Securities and Exchange Commission at the Commission's website at www.sec.gov. When available, stockholders also may obtain a copy of these documents, free of charge, from the Company's information agent to be appointed in connection with the offer. Stockholders are urged to read these materials carefully prior to making any decision with respect to the tender offer.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Affiliated Computer Services, Inc.

February 6, 2006

By: *Warren D. Edwards*

Name: Warren D. Edwards

Title: Executive Vice President and Chief Financial Officer