

Edgar Filing: EDISON INTERNATIONAL - Form SC TO-I/A

EDISON INTERNATIONAL
Form SC TO-I/A
November 29, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2 - FINAL AMENDMENT
SCHEDULE TO
(Rule 13e-4)
TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

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

Stock Options To Purchase Common Stock, Without Par Value, of Edison International Granted in the
The Edison International Equity Compensation Plan and The Edison International 2000 Equity Plan
(Title of Class of Securities)

281020107
(CUSIP Number of Class of Securities)

Kenneth S. Stewart
Assistant General Counsel and Assistant Secretary, Edison International
2244 Walnut Grove Avenue, Rosemead, California 91770
(626) 302-2222
(Name, Address and Telephone Numbers of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons))

CALCULATION OF FILING FEE

Transaction Value(1)	Amount of Filing Fee(2)
\$58,053,930	\$11,611

(1) Calculated solely for the purpose of determining the amount of the filing fee. This amount is based on the value of the common stock underlying the options to purchase 11,036,200 shares of Edison International Common Stock, without par value (the "Options"). The Options will be cancelled pursuant to this offer in exchange for 3,743,000 shares of Edison International Common Stock. If vested, each deferred stock unit will be paid in the form of a share of Edison International Common Stock. The transaction value, therefore, is based on the average of the high and low prices of Edison International Common Stock as reported in the consolidated reporting system of the New York Stock Exchange for the estimated maximum 3,743,000 shares of Common Stock that may be issued in respect of the Options.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1933, as amended, equals 1/50th of 1% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the amount of the offsetting fee which the offsetting fee was previously paid. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$11,611 Filing Party: Edison International
Form or Registration No.: Schedule TO Date Filed: October 26, 2001

Check the box if the filing relates solely to preliminary communications made before the tender offer.

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Check the appropriate boxes below to designate any transactions to which the statement relat

- third-part 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 tend