

BLACK BOX CORP  
Form SC TO-C  
November 01, 2007

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE TO  
(Rule 13e-4)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
BLACK BOX CORPORATION**

*(Name of Subject Company (Issuer) and Filing Person (Issuer and Offeror))*  
**Options to Purchase Shares of Common Stock, Par Value \$0.001 Per Share**  
*(Title of Class of Securities)*

**091826 10 7**  
*(CUSIP Number of Class of Securities)*  
*(Underlying Common Stock)*

**R. Terry Blakemore  
President and Chief Executive Officer  
Black Box Corporation  
1000 Park Drive  
Lawrence, PA 15055  
(724) 746-5500**

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

*Copy to:*

**Christopher H. Gebhardt, Esq.  
General Counsel  
Black Box Corporation  
1000 Park Drive  
Lawrence, PA 15055  
(724) 873-6722**

**Ronald Basso, Esq.  
Buchanan Ingersoll & Rooney PC  
One Oxford Centre, 20th Fl.  
Pittsburgh, PA 15219  
(412) 562-8800**

**CALCULATION OF FILING FEE**

\* A filing fee is not required in connection with this filing as it relates solely to a preliminary communication made before the commencement of a tender offer.

o Check 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.

Filing Party: Not applicable

Form or Registration No.: Not applicable.

Date Filed: Not applicable

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

Check the following box if the filing is a final amendment reporting the results of the tender offer. o



**TABLE OF CONTENTS**

Item 12. Exhibits  
EXHIBIT INDEX  
EX-99(a)(5)(A)  
EX-99(a)(5)(B)

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**Table of Contents**

This Schedule TO is being filed by Black Box Corporation, a Delaware corporation ( Black Box ), pursuant to General Instruction D to Schedule TO. The attached exhibits relate to a PowerPoint presentation to Black Box employees regarding a proposed tender offer to amend or replace certain options granted under the Black Box Corporation 1992 Stock Option Plan so that holders of such options can mitigate adverse tax consequences under Internal Revenue Code Section 409A.

These communications are not offers to amend or replace stock options. The tender offer may be commenced at such time as determined in the discretion of Black Box. At the time an offer is commenced, Black Box will provide holders of eligible options with written materials explaining the precise terms and timing of the offer. Persons who are eligible to participate in the offer should read these written materials carefully when they become available because they contain important information about the offer. Black Box will also file these written materials with the Securities and Exchange Commission (the SEC ) as part of a tender offer statement upon the commencement of the offer. Eligible option holders will be able to obtain these written materials and other documents filed by Black Box with the SEC free of charge from the SEC 's website at [www.sec.gov](http://www.sec.gov) and materials will be provided to eligible option holders. Additional copies of the tender offer statement and its exhibits can be obtained from Black Box.

**Item 12. Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99(a)(5)(A)	Email to Black Box employees regarding the date, time and location of the presentation to be given regarding Black Box 's intention to offer to amend or replace certain outstanding but unexercised stock options in order to mitigate potential adverse federal and state tax consequences.
99(a)(5)(B)	PowerPoint presentation to employees regarding Black Box 's intention to offer to amend or replace certain outstanding but unexercised stock options in order to mitigate potential adverse federal and state tax consequences.

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**Table of Contents**

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