

CLICK COMMERCE INC
Form SC TO-T
September 18, 2006

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or Section 13(e)(1)
of the Securities Exchange Act of 1934**

CLICK COMMERCE, INC.

(Name of Subject Company (Issuer))

ITW LEAP CORP.

a wholly owned subsidiary of

ILLINOIS TOOL WORKS INC.

(Names of Filing Persons (Offerors))

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

18681D 20 8

(CUSIP Number of Class of Securities)

James H. Wooten, Jr.

Vice President, General Counsel and Secretary

Illinois Tool Works Inc.

3600 W. Lake Avenue

Glenview, Illinois 60026

Telephone: (847) 724-7500

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

Copy to:

James T. Lidbury

Mayer, Brown, Rowe & Maw LLP

71 South Wacker Drive

Chicago, Illinois 60606

Telephone: (312) 782-0600

CALCULATION OF FILING FEE

Transaction Valuation*

\$300,151,306

Amount of Filing Fee**

\$32,116

*Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the Exchange Act). The calculation of the transaction value assumes the purchase of (i) 12,235,036 outstanding shares of common stock of Click Commerce, Inc., a Delaware corporation (the Company) and (ii) 958,428 shares of common stock of the Company subject to outstanding options, each at an offer price of \$22.75 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Exchange Act, is equal to \$107 per \$1,000,000 of the value of the transaction.

TABLE OF CONTENTS

Items 1-9, and Item 11.

Item 10. Financial Statements

Item 12. Exhibits

Item 13. Information Required by Schedule 13E-3.

SIGNATURES

INDEX TO EXHIBITS

Offer to Purchase

Letter of Transmittal

Notice of Guaranteed Delivery

Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees

Letter to Clients

Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9

Summary Advertisement

Confidentiality Agreement

Table of Contents

- 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:

Filing Party:

Form or Registration No.:

Date Filed:

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third-party tender offer subject to Rule 14d-1.
- o issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o 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. o

Table of Contents**Items 1-9, and Item 11.**

This Tender Offer Statement on Schedule TO is filed by Illinois Tool Works Inc., a Delaware corporation (Parent), and ITW Leap Corp., a Delaware corporation (Sub) and wholly owned subsidiary of Parent. This statement relates to the tender offer (the Offer) by Sub to purchase all of the outstanding shares of common stock, par value \$.001 per share (the Company Common Stock), of Click Commerce, Inc., a Delaware corporation (the Company), at a price per share of Company Common Stock equal to \$22.75 (the Offer Price), net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 18, 2006 (the Offer to Purchase) and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the Offer), copies of which are attached as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to this Schedule TO.

As permitted by General Instruction F to Schedule TO, the information set forth in the Offer to Purchase (including Schedules I and II attached thereto) and the Letter of Transmittal are hereby incorporated by reference in answer to Items 1-9 and 11 of this Schedule TO.

Item 10. Financial Statements

Not Applicable.

Item 12. Exhibits

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase, dated September 18, 2006.
(a)(1)(ii)	Letter of Transmittal.
(a)(1)(iii)	Notice of Guaranteed Delivery.
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees, dated September 18, 2006.
(a)(1)(v)	Letter to Clients, dated September 18, 2006.
(a)(1)(vi)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(2)	None.
(a)(3)	None.
(a)(4)	None.
(a)(5)(i)	Press release issued by Parent on September 5, 2006 (incorporated by reference to Schedule TO-C filed with the Securities and Exchange Commission on September 5, 2006).
(a)(5)(ii)	Summary Advertisement as published in the Wall Street Journal on September 18, 2006.
(b)	None.
(d)(1)	Agreement and Plan of Merger, dated as of September 5, 2006, by and among Parent, Sub and the Company (incorporated by reference to Exhibit 99.1 to Schedule 13D filed by Parent with the Securities and Exchange Commission on September 5, 2006).
(d)(2)	Tender Agreement, dated September 5, 2006, between Michael W. Ferro, Jr. and Parent (incorporated by reference to Exhibit 99.2 to Schedule 13D filed by Parent with the Securities and Exchange Commission on September 5, 2006).
(d)(3)	Confidentiality Agreement, dated July 25, 2006, between Parent and the Company.
(g)	None.
(h)	None.

Table of Contents

Item 13. Information Required by Schedule 13E-3.

Not Applicable.

Table of Contents

SIGNATURES

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.

ILLINOIS TOOL WORKS INC.

/s/ James H. Wooten, Jr.

By: James H. Wooten, Jr.

Title: Vice President, General Counsel and
Corporate Secretary

ITW LEAP CORP.

/s/ James H. Wooten, Jr.

By: James H. Wooten, Jr.

Title: Vice President and Secretary

Dated: September 18, 2006

Table of Contents

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(g)	None.
(h)	None.