

CYBEROPTICS CORP  
Form SC TO-I/A  
July 23, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 1**

**to**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**CYBEROPTICS CORPORATION**

*(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))*

**Common Stock, No Par Value**

*(Title of Class of Securities)*

**3827**

*(CUSIP Number of Class of Securities)*

**Kathleen P. Iverson**

**Chief Executive Officer**

**5900 Golden Hills Drive**

**Minneapolis, MN 55416**

**(763) 542-5000**

*(Name, address and telephone number of person authorized to receive notices*

*and communication on behalf of Filing Persons)*

Copy to:

Thomas Martin, Esq.

Dorsey & Whitney LLP

Suite 1500

50 South Sixth Street

Minneapolis, Minnesota 55402

Tel: (612) 340-2600

**CALCULATION OF REGISTRATION FEE**

Transaction Valuation*	Amount of Filing Fee**
\$15,000,000	\$589.50

\* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 1,428,571 shares of common stock at the maximum tender offer price of \$10.75 per share.

\*\* The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$39.30 for each \$1,000,000 of the value of the transaction.

X Check the box if any part of the filing 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: \$589.50

Filing Party: CyberOptics Corporation

Form or Registration No.: Schedule TO

Date Filed: June 30, 2008

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 transaction to which the statement relates:

O third party tender offer subject to Rule 14d-1.

X 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

## INTRODUCTION

This Amendment No. 1 (this Amendment No. 1) amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) filed on June 30, 2008 by CyberOptics Corporation, a Minnesota corporation (CyberOptics or the Company). The Schedule TO, as amended by this Amendment No. 1, relates to the offer by CyberOptics, to purchase up to 1,714,285 shares of its common stock, no par value, at a purchase price not greater than \$10.75 nor less than \$8.75 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 30, 2008 (the Offer to Purchase), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal (the Letter of Transmittal), a copy of which is attached as Exhibit (a)(1)(B) to Schedule TO.

This Amendment No. 1 is filed solely to include information relating to CyberOptics earnings for the quarter ending June 30, 2008, in the Schedule TO and as part of the Offer to Purchase. Except as specifically provided herein, the information contained in the Schedule TO and Offer to Purchase remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on Schedule TO.

### Item 11. *Additional Information.*

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following paragraph to the section Item 10. Information About CyberOptics Corporation of the Offer to Purchase immediately preceding the sentence CyberOptics was founded in 1984 by Dr. Steven K. Case (Chairman of the Board), a former professor at the University of Minnesota, with the goal of commercializing technology for non-contact three-dimensional sensing. :

CyberOptics issued a press release after the close of the market on July 23, 2008 stating its financial results for its second quarter ending June 30, 2008. Consolidated sales totaled \$13,391,000, exceeding CyberOptics previously-issued financial guidance for the period, and net loss came to \$269,000 or \$0.03 per diluted share. In addition, CyberOptics forecasted sales of \$11.5 to \$12.5 million and a net loss of \$0.12 to \$0.17 per diluted share for the third quarter of 2008 ending September 30. It emphasized that statements regarding the Company's anticipated performance are expectations only and therefore subject to risks and uncertainties.

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### Item 12. *Exhibits.*

- (a)(1)(A)\* Offer to Purchase dated June 30, 2008.
- (a)(1)(B)\* Letter of Transmittal.
- (a)(1)(C)\* Notice of Guaranteed Delivery.
- (a)(1)(D)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated June 30, 2008.

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- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated June 30, 2008.
- (a)(1)(F)\* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(1)(G) Press Release, dated June 23, 2008, incorporated by reference from Exhibit 99.1 to the Company's Report on Form 8-K dated June 23, 2008.
- (a)(1)(H)\* Press Release, dated June 30, 2008
- (a)(1)(I)\*\* Press Release dated July 23, 2008
- (a)(2) Not Applicable.
- (a)(3) Not Applicable.
- (a)(4) Not Applicable.
- (b) Not Applicable.
- (d)(1) Rights Agreement, dated as of December 7, 1998, between the Company and Norwest Bank Minnesota, N.A., as Rights Agent, (incorporated by reference to the Company's Registration Statement on Form 8-A, dated December 7, 1998).
- (d)(2) First Amendment to the Rights Agreement, dated October 21, 2002, between the Company and Wells Fargo Bank Minnesota, National Association, as successor in interest to Norwest Bank Minnesota, National Association (incorporated by reference to Exhibit 2 to the Company's Form 8-A amendment dated November 4, 2002).
- (d)(3) Restated Stock Option Plan of the Company, as amended (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-8 filed August 18, 1998 (file no 333-61711)).
- (d)(4) CyberOptics Corporation Stock Grant Plan for Non-Employee Directors (incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8 filed August 10, 2006 (file no 333-136500)).
- (d)(5) CyberOptics Corporation 1998 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed December 4, 2000 (file no. 333-51200)).
- (d)(6) CyberOptics Corporation Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-8 filed August 10, 2006 (file no 333-136500)).
- (d)(7) Offer of employment between Steven J. DiMarco and the Company (incorporated by reference to Exhibit 10.2 to the Company's annual report on Form 10-K for the year ended December 31, 2005).
- (d)(8) Severance Pay Agreement with Steven K. Case (incorporated by reference to Exhibit 10.2 of the Company's current report on Form 8-K filed May 21, 2008).
- (d)(9) Severance Pay Agreement with Kathleen P. Iverson (incorporated by reference to Exhibit 10.2 of the Company's current report on Form 8-K filed May 21, 2008).
- (d)(10) Severance Pay Agreement with Jeffrey A. Bertelsen (incorporated by reference to Exhibit 10.2 of the Company's current report on Form 8-K filed May 21, 2008).
- (g) Not Applicable.
- (h) Not Applicable.

\* Filed with the Schedule TO as filed June 30, 2008

\*\* Filed herewith

**SIGNATURE**

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.

Date: July 23, 2008

CYBEROPTICS CORPORATION

By: /s/ Kathleen P. Iverson  
Name: Kathleen P. Iverson  
Title: President and CEO