

CSG SYSTEMS INTERNATIONAL INC
Form SC TO-I/A
December 18, 2003

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

**SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 2)

CSG Systems International, Inc.
(Name of Subject Company (Issuer))

CSG Systems International, Inc.
(Name of Filing Person (Offeror))

Certain Outstanding Options to Purchase Common Stock of CSG Systems International, Inc.
(Title of Class of Securities)

126349109
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

Joseph T. Ruble, Esq.
General Counsel and Secretary
CSG Systems International, Inc.
7887 East Belleview Avenue, Suite 1000
Englewood, Colorado 80111
Telephone: (303) 796-3955

Copy To:

Howard J. Kaslow, Esq.
Abrahams Kaslow & Cassman LLP
8712 West Dodge Road, Suite 300
Omaha, Nebraska 68114
Telephone: (402) 392-1250

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$18,208,317	\$ 1,473.05

*

Estimated solely for purposes of calculating the amount of the filing fee. This amount assumes that options to purchase 3,925,124 shares of common stock of CSG Systems International, Inc. will be exchanged for shares of restricted stock and cancelled pursuant to this offer. In accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, the fee is based on the product of

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(i) the approximate aggregate value of such options as of November 11, 2003 (\$18,208,317), calculated using the Black-Scholes option pricing model, as the transaction value multiplied by (ii) \$80.90 per each \$1.0 million of the value of the transaction.

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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:	\$1,473.05
Form or Registration No.:	Schedule TO
Filing Party:	CSG Systems International, Inc.
Date Filed:	November 18, 2003

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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:

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

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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. ý

This final Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 18, 2003, by CSG Systems International, Inc. (the "Company") relating to the Company's Offer to Exchange Shares of Restricted Stock for Certain Outstanding Stock Options Having an Exercise Price of \$17.50 per Share or More, as such Schedule TO was previously amended and supplemented by Amendment No. 1 thereto filed on December 10, 2003. This final Amendment No. 2 reports the results of such offer and adds a new exhibit.

Item 4. Terms of the Transaction.

Item 4(a) of the Schedule TO as previously filed hereby is supplemented by the following sentences:

The offer made by the Offer to Exchange expired at 5:00 p.m. Eastern Time on December 17, 2003. Subject to and upon the terms and conditions set forth in the Offer to Exchange, on December 18, 2003, the Company accepted for exchange and cancelled stock options covering a total of 3,546,072 shares of common stock of the Company which were properly elected for exchange and not withdrawn. Effective as of December 18, 2003, in exchange for such cancelled stock options, the Company granted a total of 1,193,381 restricted shares of its common stock. Employees eligible to participate in the exchange elected to exchange options covering approximately 90.8% of the total number of shares covered by options that were eligible for exchange.

Item 12. Exhibits

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Item 12 of the Schedule TO as previously filed and amended hereby is further supplemented by the following additional exhibit:

Exhibit Number	Description of Exhibit
(a)(8)	E-mail communication to employees with Eligible Options, delivered December 18, 2003.

2

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.

CSG SYSTEMS INTERNATIONAL, INC.

Date: December 18, 2003

By: /s/ NEAL C. HANSEN

Neal C. Hansen, Chairman of the Board and Chief Executive Officer

3

EXHIBIT INDEX

Exhibit Number	Description of Exhibits
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QuickLinks

[Item 4. Terms of the Transaction.](#)

[Item 12. Exhibits](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)