

ARKONA INC
Form SC TO-T/A
June 05, 2007

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE TO
Amendment No. 2
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

ARKONA, INC.

(Name of Subject Company (Issuer))

DA Acquisition Corp.

(Offeror)

A Wholly Owned Subsidiary of

DEALERTRACK HOLDINGS, INC.

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, Par Value \$0.001 Per Share

(Including the Associated Preferred Stock Purchase Rights)

Series B Preferred Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

41268103

(CUSIP Number of Common Stock)

Eric D. Jacobs, Esq.

DealerTrack Holdings, Inc.

1111 Marcus Avenue, Suite M04

Lake Success, NY 11042

(516) 734-3600

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Kathy A. Fields

Goodwin Procter LLP

Exchange Place

Boston, MA 02109

Telephone: (617) 570-1304

CALCULATION OF FILING FEE

Transaction Valuation*

\$61,994,888

Amount of Filing Fee

\$1,903.24

* Estimated for purposes of calculating the filing fee only. Based on the offer to purchase all of the outstanding shares of Common Stock of Arkona, Inc. at a purchase price of \$1.38 cash per share and 33,484,740 shares of Common Stock issued and outstanding, outstanding options with respect to 6,140,000 shares of Common Stock and outstanding warrants with respect to 2,424,092 shares of Common Stock, in each case as of April 30, 2007, and the offer to purchase all of the outstanding shares of Series B Convertible Preferred Stock of Arkona, Inc. at a purchase price of \$6.90

cash per share,
and 575,000
shares of
Series B
Preferred Stock
outstanding as
of April 30,
2007.

- 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 number, or the Form or Schedule and the date of its filing Amount Previously Paid:

Amount Previously Paid: \$1,903.24
Form or Registration No.:
Schedule TO-T

Filing Party: DealerTrack Holdings, Inc.
Date Filed: May 1, 2007

- 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:

- third-party 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 tender offer:

This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed on May 1, 2007 by DealerTrack Holdings, Inc., a Delaware corporation (DealerTrack), and DA Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of DealerTrack (the Purchaser), as previously amended. This Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of Common Stock, par value

\$0.001 per share, including associated preferred stock purchase rights (the Common Shares), of Arkona, Inc., a Delaware corporation (Arkona) at \$1.38 per Common Share, net to the seller in cash, and to purchase all outstanding shares of Series B Convertible Preferred Stock, par value \$0.001 per share of Arkona (the Series B Preferred Shares and together with the Common Shares, the Shares) at \$6.90 per Preferred Share, net to the Seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 1, 2007 (the Offer to Purchase) and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the Offer). Capitalized terms used and not defined herein have the meanings ascribed to them in the Offer to Purchase and the

Schedule TO. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 11. Additional Information.

The Schedule TO, which incorporates by reference the information contained in the Offer to Purchase, is hereby amended and supplemented as follows:

The subsequent offering period of the Offer expired at 5:00 p.m., New York City time, on Monday, June 4, 2007. According to ComputerShare, the depository for the Offer, as of 5:00 p.m., New York City time, June 4, 2007, 35,837,760 Shares were tendered pursuant to the Offer and not withdrawn which represents approximately 94% of all outstanding Shares. Purchaser has accepted all validly tendered Shares for payment pursuant to the terms of the Offer.

On June 5, 2007, DealerTrack issued a press release announcing the expiration of the subsequent offering period and the results of the Offer. The acquisition of Arkona will be completed through a merger of the Purchaser into Arkona, after which Arkona will become a wholly-owned subsidiary of DealerTrack. The merger will be implemented on an expedited basis pursuant to the short-form merger procedure available under Delaware law. The full text of the press release issued by DealerTrack is attached hereto as Exhibit (a)(5)(D) and is incorporated herein by reference.

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended by adding thereto the following:
(a)(5)(D) Press release issued by DealerTrack dated June 5, 2007.

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.

Dated: June 5, 2007

DA ACQUISITION CORP.

By: /s/ Mark O Neil

Name: Mark O Neil

Title: President

DEALERTRACK HOLDINGS, INC.

By: /s/ Mark O Neil

Name: Mark O Neil

Title: President

EXHIBIT INDEX

- * (a)(1)(A) Offer to Purchase, dated May 1, 2007.
 - * (a)(1)(B) Form of Letter of Transmittal.
 - * (a)(1)(C) Form of Notice of Guaranteed Delivery.
 - * (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
 - * (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
 - * (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
 - (a)(2) Not applicable.
 - (a)(3) Not applicable.
 - (a)(4) Not applicable.
 - * (a)(5)(A) Joint Press release issued by DealerTrack and Arkona dated April 27, 2007 (incorporated herein by reference to Exhibit 99.1 to the Form 8-K filed by DealerTrack on April 27, 2007).
 - * (a)(5)(B) Summary Newspaper Advertisement as published in The Wall Street Journal on May 1, 2007.
 - * (a)(5)(C) Press release issued by DealerTrack, dated May 30, 2007.
 - (a)(5)(D) Press release issued by DealerTrack, dated June 5, 2007.
 - (b) Not applicable.
 - * (d)(1) Agreement and Plan of Merger, dated as of April 26, 2007, among DealerTrack, the Purchaser and Arkona (incorporated by reference to Exhibit 2.1 to the Form 8-K filed by DealerTrack on April 27, 2007).
 - * (d)(2) Confidentiality Agreement, dated as of January 10, 2007, between DealerTrack and Arkona.
 - * (d)(3) Tender and Support Agreement, dated as of April 26, 2007, among DealerTrack, the Purchaser and certain stockholders of Arkona named therein (incorporated herein by reference to Exhibit 2.2 to the Form 8-K filed by DealerTrack on April 27, 2007).
 - * (d)(4) Employment Agreement, dated as of April 26, 2007, among Arkona, the Purchaser and Richard Holland.
 - * (d)(5) Consulting Agreement, dated as of April 26, 2007, among DealerTrack and Alan D. Rudd.
 - (g) Not applicable.
 - (h) Not applicable.
- * Previously filed.