

EXFO INC.  
Form SC TO-I  
January 08, 2015  
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**UNITED STATES**  
**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**

**EXFO INC.**  
**(Name of Subject Company)**  
**EXFO INC. (Issuer)**  
**(Names of Filing Persons (identifying status as offeror, issuer or other person))**

**Subordinate Voting Shares without par value**

**(Title of Class of Securities)**

**302043 10 4**

**(CUSIP Number of Class of Securities)**

**Benoit Ringuette**

**EXFO Inc.**

**400 Godin Avenue**

**Quebec City, Quebec, Canada**

**G1M 2K2**

**(418) 683-0211**

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

*with copies to:*

**Jean-Michel Lapierre  
Fasken Martineau DuMoulin LLP  
The Stock Exchange Tower  
P.O. Box 242**

**Suite 3700, 800 Victoria Square**

**Montreal, Quebec, Canada**

**H4Z 1E9**

**(514) 397-7400**

**Brian P. Lenihan  
Choate, Hall & Stewart LLP  
Two International Place**

**Boston, Massachusetts**

**02110**

**(617) 248-5000**

**CALCULATION OF FILING FEE:**

**Transaction Valuation\***

\$35,553,000

**Amount of Filing Fee\*\***

\$4,132

\* Estimated solely for the purpose of calculating the amount of the filing fee. This amount is based upon the offer to purchase for not more than Cdn\$30,000,000 a combined aggregate of up to 7,142,857 subordinate voting shares of EXFO Inc. at a price of Cdn\$4.20 per share (which is the minimum purchase price under the tender offer) in cash and is calculated based on the Bank of Canada noon exchange rate as reported for conversion of Canadian dollars into U.S. dollars on January 7, 2015 (Cdn\$1 = US\$1.1851).

\*\* Calculated at \$116.20 per \$1,000,000.00 of the Transaction Valuation.

.. 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:  
Form or Registration No.:

Filing Party:  
Date Filed:

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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:

- 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

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This Issuer Tender Offer Statement on Schedule TO is filed by EXFO Inc., a corporation existing under the laws of Canada ( EXFO ). This Schedule TO relates to the issuer tender offer (the Offer ) by EXFO to purchase up to an aggregate amount of Cdn\$30,000,000 of its subordinate voting shares at a price of not less than Cdn\$4.20 and not more than Cdn\$4.60 per subordinate voting share, in cash (subject to applicable withholding taxes, if any) without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 8, 2015 (the Offer to Purchase ), the accompanying Issuer Bid Circular (the Circular ), the related Letter of Transmittal and Notice of Guaranteed Delivery (together with the Offer to Purchase and the Circular, which, collectively, as amended or supplemented from time to time, constitute the Tender Offer ). This Issuer Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act ).

The information contained in the Offer to Purchase and the Circular, filed herewith as Exhibit (a)(1)(i), is incorporated by reference in response to all the items of this Schedule TO.

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**Item 1. Summary Term Sheet.**

The information set forth in the Offer to Purchase under Summary Term Sheet is incorporated by reference into this item.

**Item 2. Subject Company Information.**

- (a) The name of the issuer is EXFO Inc. The address and telephone number of its principal executive offices are: 400 Godin Avenue, Quebec City, Quebec, Canada G1M 2K2, (418) 683-0211.
- (b) The subject securities are subordinate voting shares without par value of EXFO. As of January 7, 2015, there were 28,582,933 subordinate voting shares issued and outstanding.
- (c) The information set forth in the Circular under Price Range of Shares Trading of Shares on Principal Markets is incorporated by reference into this item.

**Item 3. Identity and Background of Filing Person.**

- (a) This Issuer Tender Offer Statement on Schedule TO is filed by EXFO, the issuer. The address and telephone number of EXFO is set forth under Item 2(a) and is incorporated by reference into this item. The information set forth in the Circular under Interest of Directors and Officers; Transactions and Arrangements Concerning Shares is incorporated by reference into this item.

**Item 4. Terms of the Transaction.**

- (a) The material terms of the Offer as set forth in the Offer to Purchase and the Circular are incorporated by reference into this item.
- (b) The details regarding any purchases of subordinate voting shares from an officer, director or affiliate of EXFO are set forth in the Circular under Interest of Directors and Officers; Transactions and Arrangements Concerning Shares, Acceptance of Offer and Commitments to Acquire Shares and are incorporated by reference into this item.

**Item 5. Past Contacts, Transactions, Negotiations and Agreements.**

Information regarding agreements involving EXFO's securities is set forth in the Circular under Previous Distributions, Interest of Directors and Officers; Transactions and Arrangements Concerning Shares, Acceptance of Offer and Commitments to Acquire Shares and is incorporated by reference into this item.

**Item 6. Purposes of the Transaction and Plans or Proposals.**

- (a) The information set forth in the Offer to Purchase under Summary Term Sheet and in the Circular under Purpose and Effect of the Offer is incorporated by reference into this item.
- (b) The information set forth in the Circular under Purpose and Effect of the Offer is incorporated by reference into this item.
- (c) The information set forth in the Circular under Purpose and Effect of the Offer, Interest of Directors and Officers; Transactions and Arrangements Concerning Shares, Acceptance of Offer, Commitments to Acquire Shares, Material Changes in the Affairs of the Corporation and Going Private Transaction is incorporated by reference into this item.

**Item 7. Source and Amount of Funds or other Consideration.**

- (a), (b) and (d) The information set forth in the Circular under Source of Funds is incorporated by reference into this item.

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**Item 8. Interest in Securities of Subject Company.**

- (a) The information set forth in the Circular under Interest of Directors and Officers; Transactions and Arrangements Concerning Shares Ownership of Shares of the Corporation is incorporated by reference into this item.
- (b) The information set forth in the Circular under Previous Purchases and Sales and Prior Transactions is incorporated by reference into this item.

**Item 9. Persons/Assets Retained, Employed, Compensated or Used.**

- (a) The information set forth in the Offer to Purchase under Summary Term Sheet and in the Circular under Dealer Managers, Depository, Information Agent and Fees and Expenses is incorporated by reference into this item.

**Item 10. Financial Statements.**

- (a)-(b) Not applicable. The consideration offered consists solely of cash, the Tender Offer is not subject to any financing condition and EXFO is a public reporting company under Section 13(a) of the Exchange Act that files reports electronically on EDGAR.

**Item 11. Additional Information.**

- (a)(1) The information set forth in the Circular under Interest of Directors and Officers; Transactions and Arrangements Concerning Shares is incorporated by reference into this item.
- (a)(2) The information set forth in the Circular under Legal Matters and Regulatory Approvals is incorporated by reference into this item.
- (a)(3) Not applicable.
- (a)(4) The information set forth in the Circular under Purpose and Effect of the Offer Additional United States Securities Law Considerations is incorporated by reference into this item.
- (a)(5) None.
- (c) None.

**Item 12. Exhibits.**

| Exhibit Number | Description                                                                        |
|----------------|------------------------------------------------------------------------------------|
| (a)(1)(i)      | Offer to Purchase, dated January 8, 2015 and the accompanying Issuer Bid Circular. |

- (a)(1)(ii) Letter of Transmittal.
- (a)(1)(iii) Notice of Guaranteed Delivery.
- (a)(2) None.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5) None.



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- (b) None.
- (d)(i) Long-Term Incentive Plan, dated May 25, 2000, amended in October 2004 and effective January 12, 2005 (incorporated by reference to Exhibit 4.35 of EXFO's Annual Report on Form 20-F dated November 29, 2005, File No. 000-30895).
- (d)(ii) Deferred Share Unit Plan, effective January 12, 2005 (incorporated by reference to Exhibit 4.36 of EXFO's Annual Report on Form 20-F dated November 29, 2005, File No. 000-30895).
- (g) None.
- (h) None.

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

Not applicable.

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**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.

**EXFO INC.**

By: /s/ Germain Lamonde  
Name: Germain Lamonde  
Title: President and Chief Executive Officer

Dated: January 8, 2015

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**INDEX TO EXHIBITS**

| Exhibit Number | Description                                                                                                                                                                                                                        |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(1)(i)      | Offer to Purchase, dated January 8, 2015 and the accompanying Issuer Bid Circular.                                                                                                                                                 |
| (a)(1)(ii)     | Letter of Transmittal.                                                                                                                                                                                                             |
| (a)(1)(iii)    | Notice of Guaranteed Delivery.                                                                                                                                                                                                     |
| (a)(2)         | None.                                                                                                                                                                                                                              |
| (a)(3)         | Not applicable.                                                                                                                                                                                                                    |
| (a)(4)         | Not applicable.                                                                                                                                                                                                                    |
| (a)(5)         | None.                                                                                                                                                                                                                              |
| (b)            | None.                                                                                                                                                                                                                              |
| (d)(i)         | Long-Term Incentive Plan, dated May 25, 2000, amended in October 2004 and effective January 12, 2005 (incorporated by reference to Exhibit 4.35 of EXFO s Annual Report on Form 20-F dated November 29, 2005, File No. 000-30895). |
| (d)(ii)        | Deferred Share Unit Plan, effective January 12, 2005 (incorporated by reference to Exhibit 4.36 of EXFO s Annual Report on Form 20-F dated November 29, 2005, File No. 000-30895).                                                 |
| (g)            | None.                                                                                                                                                                                                                              |
| (h)            | None.                                                                                                                                                                                                                              |