

BLACK BOX CORP  
Form SC TO-C  
November 13, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**(Rule 14d-100)**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Black Box Corporation**

**(Name of Subject Company (Issuer))**

**Host Merger Sub Inc.**

**(Offeror)**

**a wholly owned subsidiary of**

**BBX Inc.**

**(Parent of Offeror (Other Person))**

**a wholly owned subsidiary of**

**BBX Main Inc.**

**(Other Person)**

**a wholly owned subsidiary of**

**AGC Networks Pte. Ltd.**

**(Other Person)**

**(Names of Filing Persons (identifying status as Offeror, Issuer or Other Person))**

**COMMON STOCK, \$0.001 PAR VALUE**  
**(Title of Class of Securities)**

**091826107**  
**(CUSIP Number of Class of Securities)**

**AGC Networks Inc.**

**222 W. Las Colinas Blvd.**

**Suite 200, North Tower**

**Irving, TX 75039 USA**

**Telephone No.: (214) 258 1600**

**Facsimile No.: (214) 445 4099**

**Email: legal.us@agcnetworks.com**

**Attention: Mike Carney**

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

*Copies to:*

**Alston & Bird LLP**

**1201 W. Peachtree Street, Suite 4900**

**Atlanta, Georgia 30309**

**Telephone No.: (404) 881-7758**

**Facsimile No.: (404) 253-8758**

**Email: Justin.howard@alston.com**

**Attention: Justin R. Howard**

**CALCULATION OF FILING FEE**

**Transaction Valuation**  
N/A\*

**Amount of Filing Fee**  
N/A\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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: Not applicable.  
Form or Registration No.: Not applicable.

Filing Party: Not applicable.  
Date Filed: Not applicable.

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)

This filing relates solely to preliminary communications made before the commencement of a tender offer (the Offer ) by Host Merger Sub Inc., a Delaware corporation ( Purchaser ) and a wholly owned subsidiary of BBX Inc., a Delaware corporation ( BBX Intermediate ) and a wholly owned subsidiary of BBX Main Inc., a Delaware corporation ( Parent ) and wholly owned subsidiary of AGC Networks Pte Ltd., a company organized under the laws of Singapore ( Top Parent ), to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the Shares ), of Black Box Corporation ( Black Box ), a Delaware corporation, at a price of \$1.08 per Share, net to the seller in cash, without interest, less any applicable withholding taxes, to be commenced pursuant to an Agreement and Plan of Merger, dated as of November 11, 2018, by and among Purchaser, BBX Intermediate, Parent, Top Parent and Black Box.

## **NOTICE TO INVESTORS AND SECURITY HOLDERS**

The tender offer described herein has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any common stock of Black Box or any other securities. On the commencement date of the tender offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the United States Securities and Exchange Commission (the SEC ) by Purchaser and/or its affiliates, and a solicitation/recommendation statement on Schedule 14D-9 will be filed with the SEC by Black Box. The offer to purchase Black Box common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. **THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WILL CONTAIN IMPORTANT INFORMATION. STOCKHOLDERS OF BLACK BOX ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT SUCH STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.** Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by directing such requests to the information agent for the tender offer that will be named in the tender offer statement on Schedule TO.

### **Item 12. Exhibits.**

99.1 Joint Press Release, issued November 12, 2018, by Black Box Corporation and AGC Networks Limited.