

ENVOY COMMUNICATIONS GROUP INC

Form SC TO-I/A

December 26, 2006

As filed with the Securities and Exchange Commission on December 22, 2006

UNITED STATES

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

ENVOY COMMUNICATIONS GROUP INC.

(Name of Subject Company (issuer))

Envoy Communications Group Inc. (Issuer)

(Name of Filing Persons (identify status as offeror, issuer or other person))

Common Shares, Without Par Value

(Title of Class of Securities)

293986303

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(CUSIP Number of Class of Securities)

Envoy Communications Group Inc.

Attention: Geoffrey B. Genovese, Chief Executive Officer

172 John Street, Toronto, Ontario, Canada M5T 1X5

(416) 593-1212

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

Copy to:

Riccardo A. Leofanti, Esq.

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222 Bay Street, Suite 1750

Toronto, Ontario M5K 1J5

(416) 777-4700

CALCULATION OF FILING FEE

| Transaction Valuation ⁽¹⁾ | Amount of Filing Fee |
|--------------------------------------|----------------------|
| \$22,950,000 | \$2,456 |

⁽¹⁾ Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the purchase of 8.5 million outstanding common shares of Envoy at the maximum tender offer price of \$2.70 per share in cash.

X 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: | \$2,456 |
| Form or Registration No.: | Amendment No. 1 to Schedule TO |
| Filing Party: | Envoy Communications Group Inc. |

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Date Filed: December 14, 2006

Check the box if 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:

EXPLANATORY NOTE

This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO originally filed on November 20, 2006, as amended and supplemented by Amendment No. 1 to Schedule TO filed on December 14, 2006 (collectively, the Schedule TO), by Envoy Communications Group Inc., an Ontario corporation (the Company). This Schedule TO relates to the Company's offer to purchase for cash up to 8,500,000 of its common shares, without par value, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 20, 2006, the accompanying Issuer Bid Circular, and the related Letter of Transmittal, which were previously filed as exhibits to the Schedule TO, as amended or supplemented through the date hereof.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(C) Press release announcing the formation of a soliciting dealer group, dated December 22, 2006.

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.

/s/ GEOFFREY B. GENOVESE

Name: Geoffrey B. Genovese

Title: President and Chief Executive Officer

Date: December 22, 2006

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| (a)(1)(A) ¹ | Offer to Purchase, dated November 20, 2006, and the accompanying Issuer Bid Circular. |
| (a)(1)(B) ¹ | Letter of Transmittal (which includes the Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9). |
| (a)(1)(C) ¹ | Notice of Guaranteed Delivery. |
| (a)(1)(D) ² | Notice of Variation and Extension of Offer to Purchase for Cash, dated December 14, 2006. |
| (a)(2) | None. |
| (a)(3) | Not applicable. |
| (a)(4) | Not applicable. |
| (a)(5)(A) ¹ | Press release announcing commencement of Tender Offer, dated November 20, 2006. |
| (a)(5)(B) ² | Press release announcing amendment to the Offer to Purchase and the extension of the Tender Offer, dated December 14, 2006. |
| (a)(5)(C) ³ | Press release announcing the formation of a soliciting dealer group, dated December 22, 2006. |
| (b) | None. |
| (d)(1) ¹ | Envoy Stock Option/Stock Appreciation Right Plan, dated February 10, 2005. |
| (d)(2) ¹ | Form of Stock Option Agreement. |
| (g) | None. |
| (h) | Not applicable. |

¹ Previously filed as an exhibit to the Schedule TO, dated November 20, 2006.

² Previously filed as an exhibit to Amendment No. 1, dated December 14, 2006.

³ Filed herewith.

