

SILICONWARE PRECISION INDUSTRIES CO LTD

Form SC 13E3

November 22, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

RULE 13e-3 TRANSACTION STATEMENT

(Under Section 13(e) of the Securities Exchange Act of 1934)

SILICONWARE PRECISION INDUSTRIES CO., LTD.

(Name of the Issuer)

Siliconware Precision Industries Co., Ltd.

Advanced Semiconductor Engineering, Inc.

(Name of Person(s) Filing Statement)

Common Share, par value NT\$10 per share

American Depositary Shares, each representing five Common Shares

(Title of Class of Securities)

827084864

(CUSIP Number for the American Depositary Shares)

Siliconware Precision Industries Co., Ltd.

Advanced Semiconductor Engineering, Inc.

No. 123, Sec. 3, Da Fong Road

26 Chin Third Road

Tantzu, Taichung, Taiwan

Nantze, Kaohsiung, Taiwan

Republic of China

Republic of China

Attention: Eva Chen

Attention: Joseph Tung

(+886) 4 25341525 (ext. 1528)

(+886) 7 3617131

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:

Chris K.H. Lin

George R. Bason, Jr.

James C. Lin

Simpson Thacher & Bartlett

Davis Polk & Wardwell LLP

ICBC Tower, 35th Floor

c/o 18th Floor, The Hong Kong Club Building

3 Garden Road, Central

3A Chater Road

Hong Kong

Hong Kong

Facsimile: +852 2514 7600

Facsimile: +852 2533 1768

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee

Transaction Valuation*
US\$5,022,275,427

Amount of filing fee**
US\$582,081.72

- * Calculated solely for the purpose of determining the filing fee in accordance with Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended. The filing fee is calculated based on the aggregate cash payment for the proposed per share payment of NT\$51.2 (converted into U.S. dollars based on NT\$31.77 = U.S.\$1.00, which is the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board as in effect on November 10, 2016, the latest available exchange rate set forth in the H.10 statistical release of the Federal Reserve Board) for 3,116,361,139 shares (including share represented by the American depository shares) subject to the transaction.
- ** The amount of the filing fee, calculated in accordance with Exchange Act Rule 0-11(b)(1) and the Securities and Exchange Commission Fee Rate Advisory No.1 for Fiscal Year 2017, was calculated by multiplying the Transaction Valuation by 0.0001159.

Check 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 of the 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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INTRODUCTION

This Rule 13E-3 transaction statement on Schedule 13E-3, together with the exhibits thereto (the Transaction Statement), is being filed with the Securities and Exchange Commission (the SEC) pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act), by the following person (Filing Persons): (i) Siliconware Precision Industries Co., Ltd. (the Company), a company limited by shares incorporated under the laws of the Republic of China (Taiwan or the ROC), the issuer of the common shares, par value NT\$10 per share (each, a Share and collectively, the Shares), including the Shares represented by the American depositary shares (ADSs), each representing five Shares, that is subject to the transaction pursuant to Rule 13e-3 under the Exchange Act; and (ii) Advanced Semiconductor Engineering, Inc., a company limited by shares incorporated under the laws of the ROC (ASE).

On June 30, 2016, ASE and the Company entered into a Joint Share Exchange Agreement (the Joint Share Exchange Agreement) providing for the incorporation of ASE Industrial Holding Co., Ltd. (HoldCo), which will (i) purchase the Shares in cash and (ii) issue new shares to the shareholders of ASE in exchange for the common shares of ASE (collectively, the Share Purchase).

If the Joint Share Exchange Agreement is approved by the requisite votes of the Company's and ASE's shareholders and upon the completion of the Share Purchase (the Effective Time):

each Share issued and outstanding immediately prior to the Effective Time, including the treasury shares of SPIL and Shares beneficially owned by ASE, will be transferred to HoldCo in exchange for the right to receive NT\$51.2, which represents NT\$55.0, the original per Share consideration under the Joint Share Exchange Agreement, *minus* a cash dividend and a return of capital reserve of NT\$3.8 per Share in total, distributed by the Company on July 1, 2016. The Final Per Share Price will be paid in NT dollars in cash, without interest and net of any applicable withholding taxes; and

each ADS, each representing five Shares, including the ADSs beneficially owned by ASE, will be cancelled in exchange for the right to receive, through the ADS Depository (as defined below), the US dollar equivalent of NT\$256 (representing five times of the Final Per Share Consideration) *minus* the total of (A) all processing fees and expenses per ADS in relation to the conversion from NT dollars into US dollars and (B) US\$0.05 per ADS cancellation fees pursuant to the terms of the deposit agreement dated January 6, 2015 by and among the Company, JPMorgan Chase Bank, N.A. (the ADS Depository) and the holders and beneficial owners from time to time of ADSs issued thereunder. The Final Per ADS Consideration will be paid in US dollars in cash, without interest and net of any applicable withholding taxes.

The Share Purchase remains subject to the satisfaction or waiver of the conditions set forth in the Joint Share Exchange Agreement, including receipt of the requisite approval of the shareholders of the Company and approvals from all relevant competent authorities. In order for the Share Purchase to be completed, the Joint Share Exchange Agreement must be approved by an affirmative vote of shareholders representing (a) a simple majority of the voting power of the Shares present and voting in person or by proxy as a single class at the extraordinary general meeting at which shareholders representing two-thirds or more of the total number of the issued and outstanding Shares are present, or (b) two-thirds or more of the voting power of the Shares present and voting in person or by proxy as a single class at the extraordinary general meeting of the Company at which shareholders representing less than two-thirds but more than a simple majority of the total number of the issued and outstanding Shares are present.

The Company will make available to its shareholders a proxy statement (the Proxy Statement, a preliminary copy of which is attached hereto as Exhibit (a)(1)), relating to the extraordinary general meeting of shareholders of the Company, at which the shareholders of the Company will consider and vote upon, among other proposals, a proposal to approve the Joint Share Exchange Agreement and the transactions contemplated by the Joint Share Exchange Agreement, including the Share Purchase. As of the date hereof, the Proxy Statement is in preliminary form and is subject to completion.

The cross-references below show the location in the Proxy Statement of the information required to be included in response to the items of Schedule 13E-3. Pursuant to General Instruction F to Schedule 13E-3, the information contained in the Proxy Statement, including all annexes thereto, is incorporated in its entirety herein by this reference, and the responses to each item in this Transaction Statement are qualified in their entirety by the information contained in the Proxy Statement and the annexes thereto. Capitalized terms used but not defined in this Transaction Statement shall have the meanings given to them in the Proxy Statement.

All information contained in this Transaction Statement concerning the Filing Person has been supplied by the Filing Person.

Item 1. Summary Term Sheet.

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Extraordinary General Meeting and the Share Purchase

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Item 2. Subject Company Information.

- (a) *Name and address.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Parties Involved in the Share Purchase

- (b) *Securities.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

The Extraordinary General Meeting Record Date; Shares and ADSs Entitled to Vote

The Extraordinary General Meeting Procedures for Voting

Security Ownership of Certain Beneficial Owners and Management of the Company

- (c) *Trading market and price.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Market Price of the Company's ADSs, Dividends and Other Matters Market Price of the ADSs

- (d) *Dividends.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Market Price of the Company's ADSs, Dividends and Other Matters Dividend Policy

- (e) *Prior public offerings.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Transactions in the Shares and ADSs Prior Public Offerings

- (f) *Prior stock purchases.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Related Party Transactions

Special Factors Interests of Certain Persons in the Share Purchase

Transactions in the Shares and ADSs

Item 3. Identity and Background of Filing Persons.

- (a) *Name and address.* Siliconware Precision Industries Co., Ltd. is the subject company. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Parties Involved in the Share Purchase

Annex F Directors and Executive Officers of the Company and ASE

- (b) *Business and background of entities.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Parties Involved in the Share Purchase

Annex F Directors and Executive Officers of the Company and ASE

- (c) *Business and background of natural persons.* Not applicable

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Item 4. Terms of the Transaction.

(a) *Material terms.*

(1) *Tender offers.* Not applicable.

(2) *Mergers or Similar Transactions.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Extraordinary General Meeting and the Share Purchase

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

Special Factors ASE's Purposes of and Reasons for the Share Purchase

Special Factors Interests of Certain Persons in the Share Purchase

The Extraordinary General Meeting

The Summary of the Joint Share Exchange Agreement

Material U.S. Federal Income Tax Considerations

Material Taiwan Income Tax Considerations

Annex A Joint Share Exchange Agreement (English Translation)

(c)

Different terms. Describe any term or arrangement in the Rule 13e-3 transaction that treats any subject security holders differently from other subject security holders.

Summary Term Sheet Interests of the Company's Executive Officers and Directors in the Share Purchase

Special Factors Interests of Certain Persons in the Share Purchase

The Extraordinary General Meeting Proposals to be Considered at the Extraordinary General Meeting

The Summary of the Joint Share Exchange Agreement

Annex A Joint Share Exchange Agreement (English Translation)

- (d) *Appraisal rights.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Appraisal Rights of Shareholders and ADS Holders

Questions and Answers about the Extraordinary General Meeting and the Share Purchase

Dissenters Rights

Annex E ROC Business Mergers and Acquisitions Act Article 12

- (e) *Provisions for unaffiliated security holders.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Provisions for Unaffiliated Security Holders

- (f) *Eligibility for listing or trading.* Not applicable.

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

- (a) *Transactions.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Interests of Certain Persons in the Share Purchase

Special Factors Interests of Certain Persons in the Share Purchase

Special Factors Related Party Transactions

Transactions in the Shares and ADSs

- (b) *Significant corporate events.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

Special Factors ASE's Purposes of and Reasons for the Share Purchase

Special Factors Interests of Certain Persons in the Share Purchase

Summary of the Joint Share Exchange Agreement

Annex A Joint Share Exchange Agreement (English Translation)

- (c) *Negotiations or contacts.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Plans for the Company after the Share Purchase

Special Factors Interests of Certain Persons in the Share Purchase

Summary of the Joint Share Exchange Agreement

Annex A Joint Share Exchange Agreement (English Translation)

- (e) *Agreements involving the subject company's securities.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Financing of the Share Purchase

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Plans for the Company after the Share Purchase

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Special Factors Financing

Special Factors Interests of Certain Persons in the Share Purchase

Special Factors Voting by ASE at the Extraordinary General Meeting

Summary of the Joint Share Exchange Agreement

Transactions in the Shares and ADSs

Annex A Joint Share Exchange Agreement (English Translation)

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

- (b) *Use of securities acquired.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Extraordinary General Meeting and the Share Purchase

Special Factors ASE's Purposes of and Reasons for the Share Purchase

Special Factors Effects of the Share Purchase on the Company

Special Factors Plans for the Company after the Share Purchase

Summary of the Joint Share Exchange Agreement

Annex A Joint Share Exchange Agreement (English Translation)

- (c) *Plans.* (1)-(8) Plans. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Share Purchase

Summary Term Sheet Purposes and Effects of the Share Purchase

Summary Term Sheet Plans for the Company after the Share Purchase

Summary Term Sheet Financing of the Share Purchase

Summary Term Sheet Interests of the Company's Executive Officers and Directors in the Share Purchase

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

Special Factors ASE's Purposes of and Reasons for the Share Purchase

Special Factors Effects of the Share Purchase on the Company

Special Factors Plans for the Company after the Share Purchase

Special Factors Financing

Special Factors Interests of Certain Persons in the Share Purchase

Summary of the Joint Share Exchange Agreement

Annex A Joint Share Exchange Agreement (English Translation)

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Item 7. Purposes, Alternatives, Reasons and Effects.

- (a) *Purposes.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Purposes and Effects of the Share Purchase

Summary Term Sheet Plans for the Company after the Share Purchase

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

Special Factors ASE's Purposes of and Reasons for the Share Purchase

- (b) *Alternatives.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

Special Factors ASE's Purposes of and Reasons for the Share Purchase

Special Factors Position of ASE as to Fairness of the Share Purchase

Special Factors Alternatives to the Share Purchase

Special Factors Effects on the Company if the Share Purchase is not Completed

- (c) *Reasons.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Purposes and Effects of the Share Purchase

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

Special Factors ASE's Purposes of and Reasons for the Share Purchase

Special Factors Position of ASE as to Fairness of the Share Purchase

Special Factors Effects of the Share Purchase on the Company

- (d) *Effects.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Purposes and Effects of the Share Purchase

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

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Special Factors ASE's Purposes of and Reasons for the Share Purchase

Special Factors Effects of the Share Purchase on the Company

Special Factors Plans for the Company after the Share Purchase

Special Factors Effects on the Company if the Share Purchase is not Completed

Special Factors Interests of Certain Persons in the Share Purchase

Summary of the Joint Share Exchange Agreement

Material U.S. Federal Income Tax Considerations

Material Taiwan Income Tax Considerations

Annex A Joint Share Exchange Agreement (English Translation)

Item 8. Fairness of the Transaction.

- (a) *Fairness and (b) Factors considered in determining fairness.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Review Conclusion of the Special Committee and Recommendation of Our Board

Summary Term Sheet Position of ASE as to Fairness of the Share Purchase

Summary Term Sheet Interests of the Company's Executive Officers and Directors in the Share Purchase

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

Special Factors Position of ASE as to Fairness of the Share Purchase

Special Factors Opinion of the Board's Financial Advisor

Special Factors Opinions of the Special Committee's Independent Expert

Special Factors Opinions of ASE's Independent Expert

Special Factors Interests of Certain Persons in the Share Purchase

Annex B Opinion of J.P. Morgan as the Board's Financial Advisor

Annex C-1 Opinion issued by Mr. Kun-Kuang Hsu as the Special Committee's Independent Expert, dated May 25, 2016 (English Translation)

Annex C-2 Opinion issued by Mr. Kun-Kuang as the Special Committee's Independent Expert, dated June 29, 2016 (English Translation)

Annex D-1 Opinion issued by Mr. Ji-Sheng Chiu as ASE's Independent Expert, dated May 25, 2016 (English Translation)

Annex D-2 Opinion issued by Mr. Ji-Sheng Chiu as ASE's Independent Expert, dated June 29, 2016 (English Translation)

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- (c) *Approval of security holders.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Shareholder Vote Required to Approve the Joint Share Exchange Agreement

Questions and Answers about the Extraordinary General Meeting and the Share Purchase

The Extraordinary General Meeting Vote Required

- (d) *Unaffiliated representative.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

Special Factors Opinion of the Board's Financial Advisor

Special Factors Opinions of the Special Committee's Independent Expert

Special Factors Opinions of ASE's Independent Expert

Annex C-1 Opinion issued by Mr. Kun-Kuang Hsu as the Special Committee's Independent Expert, dated May 25, 2016 (English Translation)

Annex C-2 Opinion issued by Mr. Kun-Kuang Hsu as the Special Committee's Independent Expert, dated June 29, 2016 (English Translation)

Annex D-1 Opinion issued by Mr. Ji-Sheng Chiu as ASE's Independent Expert, dated May 25, 2016 (English Translation)

Annex D-2 Opinion issued by Mr. Ji-Sheng Chiu as ASE's Independent Expert, dated June 29, 2016 (English Translation)

- (e) *Approval of directors.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Review Conclusion of the Special Committee and Recommendation of Our Board

Questions and Answers about the Extraordinary General Meeting and the Share Purchase

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Reasons for the Share Purchase, Review Conclusion of the Special Committee and Recommendation of Our Board

- (f) *Other offers.* Not applicable

Item 9. Reports, Opinions, Appraisals and Certain Negotiations.

- (a) *Report, opinion or appraisal.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Opinion of the Board's Financial Advisor

Summary Term Sheet Opinions of the Special Committee's Independent Expert

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Summary Term Sheet Opinions of ASE s Independent Expert

Special Factors Background of the Share Purchase; Past Contacts; Negotiations

Special Factors Opinion of the Board s Financial Advisor

Special Factors Opinions of the Special Committee s Independent Expert

Special Factors Opinions of ASE s Independent Expert

Annex C-1 Opinion issued by Mr. Kun-Kuang Hsu as the Special Committee s Independent Expert, dated May 25, 2016 (English Translation)

Annex C-2 Opinion issued by Mr. Kun-Kuang Hsu as the Special Committee s Independent Expert, dated June 29, 2016 (English Translation)

Annex D-1 Opinion issued by Mr. Ji-Sheng Chiu as ASE s Independent Expert, dated May 25, 2016 (English Translation)

Annex D-2 Opinion issued by Mr. Ji-Sheng Chiu as ASE s Independent Expert, dated June 29, 2016 (English Translation)

(b) *Preparer and summary of the report, opinion or appraisal.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Opinion of the Board s Financial Advisor

Special Factors Opinions of the Special Committee s Independent Expert

Special Factors Opinions of ASE s Independent Expert

Annex C-1 Opinion issued by Mr. Kun-Kuang Hsu as the Special Committee s Independent Expert, dated May 25, 2016 (English Translation)

Annex C-2 Opinion issued by Mr. Kun-Kuang Hsu as the Special Committee's Independent Expert, dated June 29, 2016 (English Translation)

Annex D-1 Opinion issued by Mr. Ji-Sheng Chiu as ASE's Independent Expert, dated May 25, 2016 (English Translation)

Annex D-2 Opinion issued by Mr. Ji-Sheng Chiu as ASE's Independent Expert, dated June 29, 2016 (English Translation)

- (c) *Availability of documents.* The information set forth in the Proxy Statement under the following captions is incorporated herein by reference: