

MCAFEE COM CORP  
Form SC TO-T/A  
July 05, 2002

As filed with the Securities and Exchange Commission on July 5, 2002

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(AMENDMENT NO. 1)**

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**McAFEE.COM CORPORATION**  
(Name of Subject Company)

**NETWORKS ASSOCIATES, INC.**

and

**McAFEE.COM HOLDINGS CORPORATION**  
(Names of Filing Persons Offerors)

**Class A Common Stock, Par Value \$0.001 Per Share**

(Title of Class of Securities)

**579062-100**

(CUSIP Number of Class of Securities)

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**George Samenuk  
Chairman and Chief Executive Officer  
c/o Networks Associates, Inc.  
3965 Freedom Circle  
Santa Clara, CA 95054  
(408) 998-3832**

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

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*Copy to:*

**Jeffrey D. Saper, Esq.**

**Kurt J. Berney, Esq.  
Michael J. Kennedy, Esq.  
Jack Helfand, Esq.  
650 Page Mill Road  
Palo Alto, California 94304  
Telephone: (650) 493-9300**

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**CALCULATION OF FILING FEE**

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<b>Transaction Value (*)</b>	<b>Amount of Filing Fee (*)</b>
\$177,302,330	\$16,312

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\* Estimated solely for the purpose of calculating the registration fee pursuant to Rules 0-11(d) and 0-11(a)(4) under the Securities Exchange Act of 1934, based on the product of (i) \$13.545, the average of the high and low sales prices of McAfee.com Class A common stock on the Nasdaq National Market on June 28, 2002 and (ii) 13,089,873, the expected maximum number of shares of McAfee.com common stock to be acquired in the Offer and the merger (including exercisable options). The amount of the filing fee, calculated in accordance with Rule 0-11(a)(2) under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 8 of 2002 issued by the Securities and Exchange Commission on January 16, 2002, equals 0.0092% of the Transaction Value.

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:** \$16,312

**Form of Registration No.:** Form S-4 (file no. 333-91746)

**Filing Party:** Networks Associates, Inc.

**Date Filed:** July 2, 2002

o 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:

x third-party tender offer subject to Rule 14d-1.

o issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o 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: o

**ITEMS 1 THROUGH 11.**

This Amendment No. 1 ( Amendment No. 1 ) amends and supplements the Tender Offer Statement on Schedule TO initially filed on July 2, 2002 (as amended hereby, the Schedule TO ), by Networks Associates, Inc. ( Network Associates ), a Delaware corporation, and McAfee.com Holdings Corp. ( McAfee.com Holdings ), a Delaware corporation and a wholly-owned subsidiary of Network Associates. This Schedule TO relates to the Offer by McAfee.com Holdings to exchange 0.78 of a share of Network Associates common stock, par value \$0.01 per share, for each outstanding share of Class A common stock, par value \$0.01 per share, of McAfee.com Corporation ( McAfee.com ), a Delaware corporation, that Network Associates and its subsidiaries do not own (the Shares ), upon the terms and subject to the conditions set forth in the Prospectus dated July 2, 2002 (the Prospectus ), and in the related Letter of Transmittal, copies of which are incorporated by reference herein as Exhibits (a)(1) and (a)(2) (which, together with any amendments or supplements thereto, collectively constitute the Offer ). See the section of the Prospectus captioned Summary.

**ITEM 12. EXHIBITS.**

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

(A)(10) Complaint titled Justin Peyton v. Stephen C. Richards, Srivats Sampath, Richard Schell, George Samenuk, Frank C. Gill, and Network Associates, Inc. (Case No. CV 809111), filed July 1, 2002 in the Superior Court of the State of California County of Santa Clara.

**ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13e-3.**

Not applicable.

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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.

NETWORKS ASSOCIATES, INC.

By: /s/ GEORGE SAMENUK

Name: George Samenuk  
Title: Chairman and Chief Executive Officer

MCAFEE.COM HOLDINGS CORPORATION

By: /s/ GEORGE SAMENUK

Name: George Samenuk  
Title: President

Dated: July 5, 2002

/a> 621 <sup>(5)</sup> D Common Stock 03/14/2011 A 1,500 A <sup>(1)</sup> 1,500 <sup>(6)</sup> D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Option to Buy	\$ 3.65					05/09/2001 <sup>(7)</sup> 05/08/2011 <sup>(7)</sup>	Common
Performance Share Units	<sup>(1)</sup>					<sup>(1)</sup> <sup>(1)</sup>	Common
Performance Share Units	<sup>(1)</sup>					<sup>(1)</sup> <sup>(1)</sup>	Common
	<sup>(1)</sup>	03/14/2011		A	1,863	<sup>(1)</sup> <sup>(1)</sup>	Common

Performance  
Share Units

Performance Share Units	(1)	03/14/2011	D	1,195 (8)	(1)	(1)	Common
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOLTZ DAVID L L.B. FOSTER COMPANY 415 HOLIDAY DRIVE PITTSBURGH, PA 15220			V.P. General Counsel & Sec'y	

## Signatures

/s/ Deborah J. Foster,  
attorney-in-fact

03/16/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not applicable.
- (2) Not vested and non-voting until March 16, 2012.
- (3) Not vested and non-voting until March 4, 2013.
- (4) Not vested and non-voting until March 2, 2014.
- (5) Not vested until March 14, 2015.
- (6) Not vested until, 25% on March 14, 2012, 25% on March 14, 2013, 25% on March 14, 2014 and 25% on March 14, 2015.
- (7) 25% became vested on 5/9/02 and an additional 25% became vested on each of the next three anniversaries.
- (8) Performance share units converted into common stock based on Company's performance against financial metric for calendar year 2008 - 2010, inclusive.
- (9) (0 - 4524 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2009 - 2011, inclusive. Stock awarded shall range from 0 - 2 for each performance share unit.
- (10) (0 - 3572 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2010 - 2012, inclusive. Stock awarded shall range from 0 -2 for each performance share unit.
- (11) (0 - 3726 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2011 - 2013, inclusive. Stock awarded shall range from 0-2 for each performance share unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.