

7 ELEVEN INC  
Form SC TO-C  
September 01, 2005

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**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**

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**7-ELEVEN, INC.**

(Name of Subject Company (Issuer))

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**IYG HOLDING COMPANY**

a wholly owned subsidiary of

**SEVEN-ELEVEN JAPAN CO., LTD.**

(Names of Filing Persons (Offerors))

**COMMON STOCK, PAR VALUE \$.0001 PER SHARE**

(Title of Class of Securities)

**817826209**

(CUSIP Number of Class of Securities)

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**Youichi Tsuda**

**Manager, Legal Department**

**Seven-Eleven Japan Co., Ltd.**

**8-8 Nibancho, Chiyoda-Ku**

**Tokyo 102-8455, Japan**

**(813) 6238-3711**

(Name, Address and Telephone Number of Persons Authorized to Receive Notices  
and Communications on Behalf of filing persons)

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**Copy to:**

**Creighton O'M. Condon**

**Andrew B. Jánosky**

**Shearman & Sterling LLP**

**599 Lexington Avenue**

**New York, NY 10022**

**(212) 848-4000**

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**CALCULATION OF FILING FEE**

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**Transaction Valuation**

**Amount of Filing Fee**

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N/A

N/A

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: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes 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:

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**Item 12. Exhibits.**

(a)(1) Press Release issued by Seven & I Holdings Co., Ltd. on September 1, 2005.

(a)(2) Press Release issued by Seven-Eleven Japan Co., Ltd. on September 1, 2005.

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)	Press Release issued by Seven & I Holdings Co., Ltd. on September 1, 2005.
(a)(2)	Press Release issued by Seven-Eleven Japan Co., Ltd. on September 1, 2005.

QuickLinks

EXHIBIT INDEX