

NANOMETRICS INC  
Form SC TO-I/A  
September 09, 2009

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to  
**SCHEDULE TO**  
**(Rule 13e-4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

## NANOMETRICS INCORPORATED

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to Purchase Common Stock,**

**Par Value \$0.001 per share**  
(Title of Class of Securities)

**630077105**  
(CUSIP Number of Class of Securities)

(Underlying Common Stock)

**James Moniz**

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**Chief Financial Officer**

**Nanometrics Incorporated**

**1550 Buckeye Drive**

**Milpitas, California 95035**

**(408) 545-6000**

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

*Copies To:*

**Ralph L. Arnheim**

**Perkins Coie LLP**

**101 Jefferson Drive**

**Menlo Park, California 94025**

**(650) 838-4300**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**\$2,371,579**

**Amount of Filing Fee\*\***  
**\$132.33**

\* Estimated solely for purposes of calculating the Amount of Filing Fee. The calculation of the Transaction Valuation assumes that all options to purchase shares of the issuer's common stock that may be eligible for exchange in the offer will be tendered pursuant to the offer. These options cover an aggregate of 1,107,419 shares of the issuer's common stock and have an aggregate value of \$2,371,579 as of July 30, 2009, calculated based on a Black-Scholes option pricing model.

\*\* The Amount of Filing Fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$55.80 per \$1,000,000 of the aggregate amount of the Transaction Valuation. The Transaction Valuation set forth above was calculated for the sole purpose of determining the Amount of Filing Fee and should not be used for any other purpose.

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: \$132.33

Filing Party: Nanometrics Incorporated

Form or Registration No.: Schedule TO-I

Date Filed: August 6, 2009

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Check the box if the filing relates solely to preliminary communications made before the commencement of the 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 ( *Amendment No. 2* ) amends and supplements the Schedule TO originally filed with the Securities and Exchange Commission on August 6, 2009, as amended on September 3, 2009 (the *Schedule TO* ) by Nanometrics Incorporated, a Delaware corporation ( *Nanometrics* or the *Company* ), in connection with the Company's offer to certain employees, subject to certain conditions, to exchange some or all of their outstanding options to purchase shares of the Company's common stock, par value \$0.001 per share (the *Exchange Offer* ), on the terms and conditions set forth in the Offer to Exchange Certain Stock Options for New Stock Options, dated August 6, 2009 (the *Offer to Exchange* ), filed as Exhibit (a)(1)(A) to the Schedule TO, as amended by Amendment No. 1.

This Amendment No. 2 is filed to report the results of the Exchange Offer by amending only the item of the Schedule TO included below, and unaffected items are not included herein. Except as specifically provided herein, the information contained in the Schedule TO, as amended by Amendment No. 1 remains unchanged. This Amendment No. 2 should be read in conjunction with the Schedule TO and Amendment No. 1. All defined terms used in this Amendment No. 2 have the same meaning as in the Offer to Exchange.

**ITEM 4. TERMS OF THE TRANSACTION.**

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following:

The Exchange Offer expired on September 3, 2009 at 5:00 p.m., Pacific Time. Pursuant to the Exchange Offer, 448,944 eligible stock options were tendered, representing 25.2% of the total stock options eligible for exchange in the Exchange Offer. On September 3, 2009, the Company granted an aggregate of 237,838 new stock options in exchange for the eligible stock options surrendered in the Exchange Offer. The exercise price of the new stock options is \$7.50, which was the closing price of Nanometrics common stock on September 3, 2009 as reported by the NASDAQ Global Market.

**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.

**NANOMETRICS INCORPORATED**

By: /s/ James Moniz  
Name: James Moniz  
Title: Chief Financial Officer

Date: September 8, 2009