

EXIDE TECHNOLOGIES

Form SC TO-I/A

December 19, 2007

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE TO  
(Rule 13e-4)  
(Amendment No. 2)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**EXIDE TECHNOLOGIES**  
*(Name of Subject Company (Issuer) and Filing Person (Offeror))*  
**Options to Purchase Shares of common stock, Par Value \$0.01 Per Share**  
*(Title of Class of Securities)*  
**302051206**  
*(CUSIP Number of Class of Securities)*  
*(Underlying Common Stock)*

**Barbara A. Hatcher**  
**Executive Vice President and General Counsel**  
**Exide Technologies**  
**13000 Deerfield Parkway**  
**Building 200**  
**Alpharetta, Georgia 30004**  
**(678) 566-9000**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)*

*Copy to:*  
Timothy J. Melton  
Edward B. Winslow  
Jones Day  
77 West Wacker, Suite 3500  
Chicago, Illinois 60601-1692

**CALCULATION OF FILING FEE**

**Transaction valuation\***  
\$1,994,190

**Amount of filing fee\*\***  
\$61.23

\* The transaction valuation set forth above is based on the Black-Scholes option valuation model and assumes that all eligible

outstanding  
options to  
purchase 494,271  
shares of  
common stock of  
Exide  
Technologies  
will be amended  
pursuant to this  
offer, which may  
not occur.

\*\* The amount of  
the filing fee,  
calculated in  
accordance with  
Rule 0-11 under  
the Securities  
Exchange Act of  
1934, as  
amended, as  
modified by Fee  
Advisory No. 6  
for fiscal year  
2007, equals  
\$30.70 per  
\$1,000,000 of  
transaction  
valuation. The  
transaction  
valuation set  
forth above was  
calculated for the  
sole purpose of  
determining the  
filing fee, and  
should not be  
used or relied  
upon for any  
other purpose.  
This amount was  
previously paid.

ý 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 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:

\$61.23

Filing party:  
Exide  
Technologies

Form or  
Registration No.:  
Schedule TO  
Date

filed:  
November 16,  
2007

.. 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:

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

ý 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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### INTRODUCTORY STATEMENT

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO ) filed by Exide Technologies (the Company ) with the Securities and Exchange Commission (the SEC ) on November 16, 2007, as amended by Amendment No. 1 to Schedule TO filed by the Company with the SEC on December 3, 2007, relating to the Company's offer to amend certain stock options held by employees of the Company so that those options would not be subject to potential adverse tax consequences under Section 409A of the Internal Revenue Code of 1986, as amended, upon the terms and subject to the conditions set forth in the Offer to Amend, dated November 16, 2007 (the Offer to Amend ), a copy of which was filed with the Schedule TO on November 16, 2007 as Exhibit (a)(1) and amended by Amendment No. 1 to Schedule TO on December 3, 2007. This Amendment No. 2 is (i) the final amendment to the Schedule TO, (ii) made to report the results of the Offer and (iii) filed in satisfaction of the reporting requirements of Rule 13e-4(e)(4) promulgated under the Securities Exchange Act of 1934. Except as amended or supplemented hereby, all terms of the Schedule TO and the Offer to Amend and all disclosure set forth in the Schedule TO and exhibits thereto remain unchanged. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Offer to Amend.

#### **Item 4. Terms of the Transaction.**

(a) *Material Terms.*

Item 4 of the Schedule TO is hereby amended to add the following sentences:

The Offer expired at 11:59 p.m., Eastern Time, on December 18, 2007. All of the Eligible Optionees elected to participate in the Offer with respect to each of such Eligible Optionee's Eligible Options. Pursuant to the Offer, the Company has amended outstanding Eligible Options covering approximately 494,271 shares of the Company's common stock to increase the exercise price of each such option to the fair market value per share of the Company's common stock on the date of grant of that option. In addition, Eligible Optionees who accepted the Offer and whose Eligible Options have been so amended are now eligible to receive from the Company the Cash Payment in the aggregate amount of up to approximately \$241,959, payable as described in the Offer to Amend, to compensate them for the higher exercise prices per share in effect for their amended options.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

**EXIDE TECHNOLOGIES**

By: /s/ Gordon A. Ulsh

Gordon A. Ulsh  
President, Chief Executive Officer and  
Director

Date: December 19, 2007