

ELECTRONIC ARTS INC.  
Form SC TO-I/A  
November 19, 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**

**ELECTRONIC ARTS INC.**

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

**Options to Purchase Common Stock, \$0.01 Par Value Per Share**

(Title of Class of Securities)

**285512109**

(CUSIP Number of Class of Securities (Underlying Common Stock))

**Stephen G. Bené**

**Senior Vice President, General Counsel and Secretary**

**Electronic Arts Inc.**

**209 Redwood Shores Parkway**

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Redwood City, California 94065

(650) 628-1500

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

*With copies to:*

**Jeffrey R. Vetter, Esq.**

**Fenwick & West LLP**

**Silicon Valley Center**

**801 California Street**

**Mountain View, California 94041**

**Telephone: (650) 988-8500**

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**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**\$65,029,439**

**Amount of Filing Fee\*\***  
**\$3,628.64**

- \* The transaction valuation has been calculated solely for purposes of determining the filing fee and should not be used or relied upon for any other purpose. The amount assumes that all outstanding options to purchase shares of Electronic Arts Inc. common stock that may be eligible for exchange in this offer will be exchanged. These options cover an aggregate of 18,509,575 shares of common stock of Electronic Arts Inc. and have an aggregate value of \$65,029,439 as of October 15, 2009, calculated using the Black-Scholes option pricing model.
- \*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and by Fee Rate Advisory No. 5 for Fiscal Year 2009 and Fee Rate Advisory No. 2 for Fiscal Year 2010 equals \$55.80 per million dollars of the value of the transaction.
- 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: \$3,628.64  
Form or Registration No.: 005-40740

Filing Party: Electronic Arts Inc.  
Date Filed: October 21, 2009

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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.

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:

**Introductory Statement**

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed by Electronic Arts Inc. (the "Company") with the Securities and Exchange Commission on October 21, 2009, as previously amended and supplemented on November 18, 2009, in connection with the Company's offer to exchange certain outstanding employee stock options to purchase shares of Electronic Arts common stock, par value \$0.01 per share granted prior to October 21, 2008 that have an exercise price per share that is greater than \$28.18 for restricted stock units to be granted under Electronic Arts' 2000 Equity Incentive Plan or, for employees subject to taxation in Canada or China, shares of restricted stock or options, respectively, to be granted under the 2000 Plan, upon the terms and subject to the conditions set forth in the Offer to Exchange that was filed as Exhibit 99(a)(1)(A).

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this Amendment No. 2 amends and supplements only the items and exhibits to the Schedule TO that are being amended and supplemented, and unaffected items and exhibits are not included herein. This Amendment No. 2 is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(4) under the Exchange Act.

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

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

The Offer made by the Company pursuant to Schedule TO expired at 9:00 p.m., Pacific Time, on November 18, 2009. Pursuant to the terms and conditions of the Offer to Exchange, the Company accepted for exchange options to purchase an aggregate of 16,560,795 shares of Common Stock, representing 91% of the total number of options eligible for exchange. All surrendered options were cancelled and subject to the terms and conditions of the Offer to Exchange, the Company issued 4,995,871 restricted stock units, 923,370 restricted shares of Common Stock and 17,670 new stock options in exchange for such tendered options.

**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.

**ELECTRONIC ARTS INC.**

By: */s/* **STEPHEN G. BENÉ**  
**Stephen G. Bené**  
**Senior Vice President, General Counsel**

**and Secretary**

Dated: November 19, 2009