

Dolby Laboratories, Inc.
Form SC TO-C
February 09, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

DOLBY LABORATORIES, INC.

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

Options to Purchase Class A Common Stock, \$0.001 par value

(Title of Class of Securities)

25659T107

(CUSIP Number of Class of Securities Underlying Common Stock)

Andy Sherman, Esq.

Executive Vice President, General Counsel and Secretary

Dolby Laboratories, Inc.

100 Potrero Avenue

San Francisco, California 94103-4813

(415) 558-0200

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

Copies to:

Mark B. Baudler, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, CA 94304-1050

(650) 493-9300

CALCULATION OF FILING FEE

Transaction Valuation*

Not applicable*

Amount of Filing Fee

Not Applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

** 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.

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|-------------------------|-----------------|---------------------------|-----------------|
| Amount Previously Paid: | Not applicable. | Form or Registration No.: | Not applicable. |
| Filing party: | Not applicable. | Date filed: | Not applicable. |

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:

This filing relates solely to preliminary communications made prior to the commencement of an anticipated tender offer to allow eligible employees of Dolby Laboratories, Inc. (the Company) to exchange certain of their outstanding stock options for a reduced number of restricted stock unit awards to be granted under the Company's 2005 Stock Plan with a new vesting schedule.

On February 9, 2012, Andrew Dahlkemper, Senior Vice President, Human Resources, sent an email message to Company employees advising them that the Company's stockholders approved a proposal relating to a potential stock option exchange program (the Exchange Program) and providing additional information on the anticipated communications process for the stock option exchange program. A copy of Mr. Dahlkemper's email message to Company employees is attached to this report as Exhibit 99.1.

The email communication to employees described in the report does not constitute an offer to holders of eligible options to exchange such options. The Exchange Program described in the email communication to employees has not commenced and the Company may still decide not to implement the Exchange Program. The Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission upon the commencement of the Exchange Program. Persons who may be eligible to participate in the Exchange Program should read the Tender Offer Statement on Schedule TO, including the offer to exchange and other related materials, when those materials become available because they will contain important information about the Exchange Program. The Company's stockholders and option holders will be able to obtain these written materials and other documents filed by the Company with the Securities and Exchange Commission free of charge from the Company's website at www.dolby.com or from the Securities and Exchange Commission's website at www.sec.gov.

Item 12. Exhibits.

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Text of email sent to Company employees by Andrew Dahlkemper, Senior Vice President, Human Resources, on February 9, 2012. |