

INTELLIGENT SYSTEMS CORP  
Form SC TO-I/A  
May 22, 2015

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

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**Washington, D.C. 20549**

**SCHEDULE TO**

**(Amendment No. 2)**

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

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**INTELLIGENT SYSTEMS CORPORATION**

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

**Common Stock, \$0.01 par value**

**(Title of Class of Securities)**

**45816D100**

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

**Bonnie L. Herron  
Vice President, Chief Financial Officer and Secretary  
Intelligent Systems Corporation  
4355 Shackleford Road  
Norcross, GA 30093  
(770) 381-2900**

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

*Copy to:*

**Larry D. Ledbetter, Esq.  
Ledbetter Wanamaker Glass LLP  
1201 Peachtree Street, Suite 1501  
Atlanta, GA 30361  
(404) 835-9503**

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**CALCULATION OF FILING FEE**

| <b>Transaction valuation(1)</b> | <b>Amount of filing fee(2)</b> |
|---------------------------------|--------------------------------|
| \$5,000,000                     | \$581                          |

(1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$5,000,000 in aggregate of up to 1,960,784 shares of common stock, par value \$0.01 per share, at the minimum tender offer price of \$2.55 per share.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$116.20 per \$1,000,000 of the value of the transaction.

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: \$581      Filing Party: Intelligent Systems Corporation

Form or Registration No.: SC TO-1      Date Filed: April 22, 2015

Check the box if 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 2 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) by Intelligent Systems Corporation, a Georgia corporation (the “Company”), on April 22, 2015 as amended and supplemented by Amendment No. 1 to the Schedule TO filed with the SEC on May 20, 2015 (collectively, the “Schedule TO”), in connection with the Company’s offer to purchase for cash up to \$5,000,000 in value of shares of its common stock, par value \$0.01 per share (the “Shares”), at a price of not less than \$2.55 nor greater than \$3.00 per share upon the terms and subject to the conditions described in the Offer to Purchase, dated April 22, 2015 (the “Offer to Purchase”), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal (the “Letter of Transmittal” and, together with the Offer to Purchase, the “Tender Offer”), a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO.

The purpose of this Amendment is to amend and supplement the Schedule TO. Only those items amended are reported in this Amendment. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read in conjunction with the Schedule TO, the Offer to Purchase and the Letter of Transmittal

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following at the end thereof:

“The Tender Offer expired at 12:00 Midnight, New York City time, on May 19, 2015. Based on a final count we have been advised by the depository that 230,729 shares of our common stock were properly tendered and not withdrawn. In accordance with the terms of the Tender Offer we have accepted for purchase 230,729 shares at a purchase price of \$3.00 per share. On May 22, 2015 we issued a press release announcing the final results of the Tender Offer. A copy of the press release is filed as Exhibit (a)(5)(iii) to this Schedule TO and is incorporated herein by reference.”

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

**Exhibit**

**Description**

**Number**

(a)(5)(iii) Press Release issued by Intelligent Systems Corporation on May 22, 2015



**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.

Date: May 22, 2015

**INTELLIGENT SYSTEMS CORPORATION**

By: /s/ Bonnie L. Herron  
Name: Bonnie L. Herron  
Title: Vice President, Chief Financial  
Officer & Secretary