

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: ý

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.

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