

MAPINFO CORP
Form SC 14D9
March 15, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14D-9

(Rule 14d-101)

Solicitation/Recommendation Statement under Section 14(d)(4)

of the Securities Exchange Act of 1934

(Amendment No. __)

MapInfo Corporation

(Name of Subject Company)

MapInfo Corporation

(Names of Person(s) Filing Statement)

Common Stock, \$0.002 par value per share

(Title of Class of Securities)

565105103

(CUSIP Number of Class of Securities)

MapInfo Corporation

One Global View

Troy, NY 12180

Attention: Jason Joseph, General Counsel

(518) 285-6000

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

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- x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

The tender offer for the outstanding common stock of MapInfo Corporation (MapInfo) referred to in this filing has not yet commenced. This filing is neither an offer to purchase nor a solicitation of an offer to sell shares of MapInfo. Stockholders of MapInfo are urged to read the relevant tender offer documents when they become available because they will contain important information that stockholders should consider before making any decision regarding tendering their shares. At the time the Offer is commenced, Pitney Bowes Inc. (Pitney Bowes) will file tender offer materials with the U.S. Securities and Exchange Commission, and MapInfo will file a Solicitation/Recommendation Statement with respect to the Offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other offer documents) and the Solicitation/Recommendation Statement will contain important information, which should be read carefully before any decision is made with respect to the tender offer. The Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all stockholders of MapInfo at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the U.S. Securities and Exchange Commission's website at <http://www.sec.gov/> or from Pitney Bowes.

Cautionary Note Regarding Forward-Looking Statements

Statements in this filing regarding the proposed transaction between Pitney Bowes and MapInfo, the expected timetable for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and any other statements about Pitney Bowes or MapInfo management's future expectations, beliefs, goals, plans or prospects constitute forward-looking statements. Any statements that are not statements of historical fact (including statements containing the words believes, plans, anticipates, expects, estimates, and similar expressions) should also be considered to be forward-looking statements.

There are a number of important factors that could cause actual results or event to differ materially from those indicated by such forward-looking statements, including: the ability to consummate the transaction, the ability of Pitney Bowes to successfully integrate MapInfo's operations and employees; the ability to realize anticipated synergies and cost savings; and other factors describe in Pitney Bowes' Annual Report on Form 10-K for the year ended December 31, 2006 and in MapInfo's Annual Report on Form 10-K for the year ended September 30, 2006, each of which has been filed with the SEC. Except as otherwise required by law, Pitney Bowes and MapInfo disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this filing.

Confidential
MapInfo Corporation
Company Meeting
Mark Cattini
President and Chief Executive Officer
March 15
th

2007

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Agenda

Transaction Summary

What It Means for MapInfo

Next Steps

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Transaction Summary

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The Basics

MapInfo announced agreement to sell to Pitney Bowes

\$20.25

per
share
(\$472
million)

53%
premium
to
yesterday's
close

Signed definitive agreement on March 14th

Transaction is public but not closed

Regulatory anti-trust approval required

Federal Trade Commission/Department of Justice

Applicable Foreign Filings

Shareholder acceptance

Tender offer process will begin within seven business days

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How did we get to this point?

Multiple interested parties in the summer and fall of 2006

Board established disciplined process for evaluating potential buyers

Special
Committee

Hired Jefferies Broadview

Disciplined Process

Meetings with multiple interested parties

Due diligence

Final bids

Pitney Bowes won

Highest bid

Most qualified bid

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Why now?

Critical mass of interested parties

Fiduciary responsibility to shareholders

Consolidation of the technology industry

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Changing Face of the Industry

Public companies going private

Intergraph

VNU

Largest players are consolidating the market

Oracle

Hyperion, Siebel, PeopleSoft, Retech, ProfitLogic

Microsoft

ProClarity, Vicinity, Sybari

Software Inc

Google

YouTube, @Last Software (SketchUp), Keyhole

Yahoo!

WhereOnEarth,

Mid-size companies combining

Open Text acquired Hummingbird

552 Technology M&A Transactions in First Two Months of 2007

Stanford Group March 2007

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What It Means for
MapInfo

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What it means for the Company

Part of larger entity

More than 3 times larger than AutoDesk

More than 10 times larger than ESRI

Platform for growth

Catalyst for strategic shift at Pitney Bowes

Scale to accelerate execution of Location Intelligence strategy

Leveraging existing complementary efforts at Pitney Bowes

53% premium for existing shareholders

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What it means for our Associates

Business as usual until closing

Focus on successfully closing the quarter

Continued execution of strategic initiatives, including:

Japan

India

Integration of GDC

Hiring key personnel

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What it means for our Customers

Business as usual until closing

Access to broader value offered by a larger entity

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Next Steps

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Next steps

Business as usual until closing

Regulatory approvals

Hart-Scott-Rodino
filing with DoJ/FTC

Applicable Foreign Filings

Tender offer for shares

Tender offer documents to be filed and mailed to shareholders
within seven business days

Shareholders will receive detailed instructions regarding how to
tender their shares

Offer open for a minimum of 20 business days

Any shareholder that tenders will receive payment shortly after the
offering period closes

Final Merger

Anticipated closing in late April, if at least 90% of shares tendered

If less than 90% tender, final merger will be delayed