

Annie's, Inc.  
Form SC TO-T/A  
October 06, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE TO**  
**(Rule 14d-100)**  
**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 2)**

**ANNIE S, INC.**  
**(Name of Subject Company (Issuer))**

**GENERAL MILLS, INC.**  
**SANDY ACQUISITION CORPORATION**  
**(Name of Filing Persons (Offerors))**  
**Common Stock, \$0.001 Par Value Per Share**

**(Title of Class of Securities)**

**03600T104**  
**(CUSIP Number of Class of Securities)**

**Louis B. Lambert**

**Associate General Counsel**

**General Mills, Inc.**

**Number One General Mills Boulevard**

**Minneapolis, Minnesota 55426**

**(763) 764-7600**

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

*Copies to:*

**Michael A. Stanchfield**

**Jonathan L.H. Nygren**

**Faegre Baker Daniels LLP**

**2200 Wells Fargo Center**

**90 S. Seventh Street**

**Minneapolis, Minnesota 55402**

**(612) 766-7000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$837,066,416.00

**Amount of Filing Fee\*\***

\$107,814.15

\* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the Exchange Act ). The Transaction Valuation was calculated on the basis of (a) 18,197,096 shares of common stock, \$0.001 par value per share, of Annie's, Inc. (the Shares ), the estimated maximum number of Shares that may be acquired in this tender offer (representing (i) 17,196,020 Shares issued and outstanding, (ii) 824,997 Shares issuable upon the exercise of outstanding options, (iii) 78,399 Shares issuable upon the exercise of outstanding restricted stock units and (iv) 97,680 Shares issuable upon the exercise of outstanding performance share units (assuming achievement of the applicable performance metrics at the target level by the holder of each performance share unit)), multiplied by (b) the offer price of \$46.00 per Share. The foregoing share figures have been provided by the issuer to the offerors and are as of September 19, 2014, the most recent practicable date prior to commencement of the offer. The transaction value calculation does not take into account the effect of (i) any cash received or deemed received by the issuer in connection with the

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exercise of any outstanding equity awards or (ii) the actual results of the applicable performance metrics, which will limit the number of shares issuable upon settlement of performance share units.

- \*\* The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act and equals \$128.80 per \$1,000,000 of transaction value.
  
- 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.

General Mills, Inc.,

Amount Previously Paid: \$107,814.15  
Form or Registration No.: Schedule TO

Filing Party: Sandy Acquisition Corporation.  
Date Filed: September 22, 2014

- \*\* 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:

- x 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 Amendment No. 2 ( **Amendment No. 2** ) further amends and supplements the Tender Offer Statement on Schedule TO originally filed on September 22, 2014, as amended and supplemented by Amendment No. 1 filed on October 2, 2014 (together with any amendments and supplements thereto, the **Schedule TO** ), relating to the offer by Sandy Acquisition Corporation, a Delaware corporation ( **Purchaser** ) and a direct wholly owned subsidiary of General Mills, Inc., a Delaware corporation ( **General Mills** ), to purchase all issued and outstanding shares of common stock, par value \$0.001 per share (the **Shares** ), of Annie's, Inc., a Delaware corporation ( **Annie's** ), at a price of \$46.00 per Share, net to the seller in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 22, 2014 (the **Offer to Purchase** ), which is annexed to and filed with the Schedule TO as Exhibit (a)(1)(A), and in the related Letter of Transmittal, which is annexed to and filed with the Schedule TO as Exhibit (a)(1)(B), which, together with any amendments or supplements thereto, collectively constitute the **Offer**.

The Schedule TO, and all the information set forth in the Offer to Purchase, to the extent incorporated by reference therein, is hereby amended and supplemented as set forth below. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule TO.

**Item 11. Additional Information.**

Section 15 Certain Legal Matters Antitrust Compliance (pages 36 37) of the Offer to Purchase is hereby amended and supplemented by adding the following paragraph at the end thereof:

On October 3, 2014, the Antitrust Division and the FTC granted early termination of the waiting period under the HSR Act in connection with the proposed acquisition by Purchaser of Shares pursuant to the Offer and Merger. Accordingly, the condition to the Offer relating to the expiration or termination of the HSR Act waiting period has been satisfied. The Offer and the Merger remain subject to other closing conditions.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented with the following:

(a)(5)(G) Press Release issued by General Mills on October 6, 2014

# # #

**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.

Dated: October 6, 2014

**GENERAL MILLS, INC.**

By: /s/ Louis B. Lambert  
Name: Louis B. Lambert  
Title: Associate General Counsel

**SANDY ACQUISITION CORPORATION**

By: /s/ Louis B. Lambert  
Name: Louis B. Lambert  
Title: Authorized Person

**EXHIBIT INDEX**

(a)(5)(G) Press Release issued by General Mills on October 6, 2014