

THOMSON REUTERS CORP /CAN/
Form SC13E4F/A
October 09, 2018

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

SCHEDULE 13E-4F
(Amendment No. 2)
(Rule 13e-102)

TENDER OFFER STATEMENT PURSUANT TO SECTION 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND RULE 13e-4 THEREUNDER

THOMSON REUTERS CORPORATION
(Exact name of Issuer as specified in its Charter)

Ontario, Canada
(Jurisdiction of Issuer's Incorporation or Organization)

Thomson Reuters Corporation
(Name(s) of Person(s) Filing Statement)

Common Shares, no par value

(Title of Class of Securities)

884903105

(CUSIP Number of Class of Securities)

Thomson Reuters Corporation

333 Bay Street, Suite 400

Toronto, Ontario M5H 2R2, Canada

Attn: Erin Brown, Treasurer

(416) 687-7500

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

with a copy to:

Deirdre Stanley, Executive Vice President, General

Counsel & Secretary

Thomson Reuters Holdings Inc.

3 Times Square

New York, New York 10036

(646) 223-4000

Andrew J. Beck, Esq.

Mile T. Kurta, Esq.

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1114 Avenue of the Americas

New York, New York 10036

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August 28, 2018

(Date tender offer first published, sent or given to security holders)

CALCULATION OF FILING FEE:

Transaction Valuation

US\$9,000,000,000(1)

Amount of Filing Fee

US\$1,120,500.00(1)(2)

- (1) The fee has been calculated pursuant to the instructions for Schedule 13E-4F as prescribed by Section 13(e)(3) of the Securities Exchange Act of 1934, as amended, based on a maximum aggregate purchase price of US\$9,000,000,000.
- (2) Previously paid.

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: US\$1,120,500.00
Filing Party: Thomson Reuters Corporation
Form 13E-4F

Registration No. 005-50744
Date Filed: August 28, 2018

EXPLANATORY NOTE

This Amendment No. 2 (this **Amendment No. 2**) amends and supplements the Schedule 13E-4F (as amended, the **Schedule 13E-4F**) filed with the Securities Exchange Commission on August 28, 2018 by Thomson Reuters Corporation (the **Company**), a company organized under the laws of Canada, in connection with the Company's substantial issuer bid/tender offer (the **SIB**) pursuant to which the Company offered to purchase from shareholders for cancellation up to US\$9 billion of its outstanding common shares (**Common Shares**) at a purchase price that will allow it to purchase the maximum number of common shares properly tendered to the SIB, and not properly withdrawn, having an aggregate purchase price not exceeding US\$9 billion, on and subject to the terms and conditions set forth in the Offer to Purchase and Circular dated August 28, 2018 and the accompanying Letter of Transmittal.

The Schedule 13E-4F is hereby amended and supplemented by adding the following:

The Company has taken up and purchased for cancellation approximately 138.0 million common shares at a purchase price of US\$47.00 per share, for a total cost of approximately US\$6.5 billion. The shares purchased represented 19.7% of the shares issued and outstanding on a non-diluted basis at the time that the SIB was announced. After giving effect to the SIB, approximately 563 million shares will be issued and outstanding. The Company's principal shareholder, The Woodbridge Company Limited and its affiliates, made a proportionate tender, which maintained its proportionate equity ownership in the Company at approximately 64% upon completion of the SIB.

Reference is hereby made to the press release issued by the Company on October 8, 2018, a copy of which is attached hereto as Exhibit 99.12.

PART II

INFORMATION NOT REQUIRED TO BE SENT TO SHAREHOLDERS

The Issuer has filed the following as Exhibits to this Amendment No. 2:

**Exhibit
Number**

99.12 Press Release dated October 8, 2018 - Thomson Reuters Outlines Steps to Complete the Return of US\$10 Billion to Shareholders and Announces Dividend Increase

PART IV

SIGNATURES

By signing this Amendment No. 2, the person filing this Amendment No. 2 consents without power of revocation that any administrative subpoena may be served, or any administrative proceeding, civil suit or civil action where the cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the filing on Schedule 13E-4F or any purchases or sales of any security in connection therewith, may be commenced against it in any administrative tribunal or in any appropriate court in any place subject to the jurisdiction of any state or of the United States by service of said subpoena or process upon the registrant's designated agent.

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.

**THOMSON REUTERS
CORPORATION**

By: /s/ Marc E. Gold
Name: Marc E. Gold
Title: Assistant Secretary

Date: October 9, 2018