

RETRACTABLE TECHNOLOGIES INC
Form SC TO-I/A
November 19, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

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

Amendment No. 2

Retractable Technologies, Inc.

(Name of Subject Company [issuer] and Filing Person [offeror])

Options to Purchase Common Stock, no par value

(Title of Class of Securities)

76129W105

(CUSIP Number of Class of Securities Underlying Options)

Douglas W. Cowan

Vice President and Chief Financial Officer

Retractable Technologies, Inc.

511 Lobo Lane

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Little Elm, TX 75068

(972) 294-1010

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

Calculation of Filing Fee

| Transaction Valuation* | Amount of Filing Fee* |
|------------------------|-----------------------|
| \$83,731 | \$3.30 |

* Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all options to purchase the issuer's Common Stock that are eligible for exchange (the Eligible Options) will be exchanged for new options and cancelled pursuant to this offer. The Eligible Options have a value of \$83,731 calculated based on the book value of the options computed as of the latest practicable date prior to the date of this filing according to the binomial option pricing model. The filing fee, calculated in accordance with Rule 0-11, as amended by Fee Rate Advisory No. 6, equals \$39.30 per \$1,000,000 of the value of the transaction.

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.

Amount Previously Paid: \$3.30

| | |
|---------------------------|--------------------------------|
| Form or Registration No.: | SC TO-I |
| Filing Party: | Retractable Technologies, Inc. |
| Date Filed: | October 17, 2008 |

o 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:

o third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o amendment to Schedule 13D under Rule 13d-2.

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Check the following box if the filing is a final amendment reporting the results of the tender offer: x

SCHEDULE TO
(AMENDMENT NO. 2)

This Amendment No. 2 to Schedule TO amends and supplements the Schedule TO filed by Retractable Technologies, Inc. (the Company) with the U.S. Securities and Exchange Commission on October 17, 2008 (the Schedule TO), as previously amended by Amendment No. 1 to the Schedule TO, wherein the Company offered to exchange certain outstanding eligible options for new options, on the terms and subject to the conditions described in the Offer to Exchange Stock Options dated October 17, 2008 (the Exchange Offer) filed as Exhibit No. (a)(1)(A) to the Schedule TO.

Item 4. Terms of the Transaction

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Item 4 of the Schedule TO is hereby amended and supplemented as follows:

The Exchange Offer expired at 5:00 p.m., Central Standard Time, on November 18, 2008. Eligible participants (totaling 105) tendered, and the Company accepted for cancellation, eligible options to purchase an aggregate of 1,935,045 shares of the Company's Common Stock representing 99.9% of the total shares of Common Stock underlying options eligible to exchange in the Exchange Offer. The Company has already issued new options to purchase an aggregate of 967,523 shares of Common Stock in exchange for the cancellation of the tendered options. The exercise price per share of each new option granted in the Offer is \$1.30, which is \$0.20 higher than the last sales price of our Common Stock as reported by the NYSE Alternext, US, LLC on November 18, 2008.

SIGNATURE

SIGNATURE

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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.

RETRACTABLE TECHNOLOGIES, INC.
(Registrant)

BY: /s/ Douglas W. Cowan
DOUGLAS W. COWAN
VICE PRESIDENT AND CHIEF FINANCIAL
OFFICER

DATE: November 19, 2008