

SIERRA WIRELESS INC  
Form SC TO-C  
December 12, 2008

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

**Schedule TO  
TENDER OFFER STATEMENT PURSUANT TO RULE 14(d)-1 or 13(e)(1)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**Wavecom S.A.**  
*(Name of Subject Company (Issuer))*

**Sierra Wireless, Inc.**  
*(Name of Filing Persons (Bidders))*

**Ordinary shares, nominal value 1 each  
and  
American Depositary Shares, each representing one ordinary share**  
*(Title of Class of Securities)*

**Ordinary Shares (FR0000073066)  
American Depositary Shares (943531103)**  
*(CUSIP Number of Class of Securities)*

**David G. McLennan  
Chief Financial Officer  
Sierra Wireless, Inc.  
13811 Wireless Way  
Richmond, BC V6V 3A4  
+1 (604) 231-1100**

*(Name, address (including zip code) and telephone number (including area code) of  
person(s) authorized to receive notices and communications on behalf of filing person)*  
*With copies to:*

Scott Sonnenblick  
Linklaters LLP  
1345 Avenue of the Americas  
New York, NY 10105  
+1 (212) 903-9000

Jocelyn Kelley  
Blake, Cassels & Graydon LLP  
595 Burrard Street  
P.O. Box 49314  
Suite 2600, Three Bentall Centre  
Vancouver BC V7X 1L3  
+1 (604) 631-3300

**CALCULATION OF FILING FEE**

**Transaction Valuation**  
Not Applicable (1)

**Amount of Filing Fee**  
Not Applicable (1)

(1)

Pursuant to  
General  
Instruction D to  
Schedule TO, no  
filing fee is  
required because  
this filing  
contains only  
preliminary  
communications  
made before the  
commencement  
of a tender offer.

- 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: N.A.

Form or Registration No.: N.A.

Filing Party: N.A.

Form: N.A.

Date Filed: N.A.

- 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.

- 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-

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Item 12. Exhibits

INDEX OF EXHIBITS

EX-99.A.5.VIII: MATERIAL CHANGE REPORT

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This Tender Offer Statement on Schedule TO is being filed by Sierra Wireless, Inc., pursuant to General Instruction D to Schedule TO.

**Item 12. Exhibits.**

<b>Exhibit</b>	<b>Description</b>
99(a)(5)(i)	Press release, dated December 2, 2008*
99(a)(5)(ii)	Slide show presentation, dated December 2, 2008*
99(a)(5)(iii)	Email from Jason Cohenour to the employees of Sierra Wireless, Inc.*
99(a)(5)(iv)	English translation of French regulatory press release, which appeared in <i>Les Echos</i> newspaper on December 3, 2008*

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<b>Exhibit</b>	<b>Description</b>
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99(a)(5)(vi)	Transcript of conference call held December 2, 2008*
99(a)(5)(vii)	Q&A circulated to employees of Sierra Wireless, Inc. on December 4, 2008*
99(a)(5)(viii)	Material Change Report as filed with the Canadian Securities Administrators by Sierra Wireless, Inc. on December 12, 2008

\* Previously filed

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