

GLOBAL SOURCES LTD /BERMUDA

FORM SC TO-I/A (Amended tender offer statement by Issuer)

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 2 to

Schedule TO

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

GLOBAL SOURCES LTD. (Issuer)

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Common Shares, Par Value \$0.01 Per Share

(Title of Class of Securities)

G 39300 101

(CUSIP Number of Class of Securities)

Chan Hoi Ching

Company Secretary

Global Sources Ltd.

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

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CALCULATION OF FILING FEE

<u>Transaction Valuation</u> *	<u>Amount of Filing Fee</u> **
\$49,999,995	\$5,810.00 **

* Calculated solely for purposes of determining the amount of the filing fee. Pursuant to rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the Transaction Valuation was calculated assuming that 6,666,666 outstanding shares of common stock, par value \$0.01 per share, are being purchased at the tender offer price of \$7.50 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #4 for Fiscal Year 2015 issued by the Securities and Exchange Commission, equals \$116.20 per million of the value of the transaction.

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: \$5,810.00
Form or Registration No.: Schedule TO-I

Filing Party: Global Sources Ltd.
Date Filed: June 26, 2015

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:

AMENDMENT NO. 2 TO SCHEDULE TO-I

This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) on June 26, 2015, as amended by Amendment No. 1 to Schedule TO-I (as so amended, the “Schedule TO”) filed with the SEC on July 9, 2015 by Global Sources Ltd., a Bermuda company (the “Company”), relating to the offer by the Company to purchase for cash up to 6,666,666 of its issued and outstanding common shares, par value \$0.01 per share (the “Shares”), at a price of \$7.50 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 26, 2015 (as amended by Amendment No. 1 to Schedule TO, the “Offer to Purchase”), previously filed as Exhibit (a)(1)(A) to the Schedule TO and the accompanying Letter of Transmittal, dated June 26, 2015 (as amended by Amendment No. 1 to Schedule TO, the “Letter of Transmittal”), previously filed as Exhibit (a)(1)(B) to the Schedule TO, which together, as each may be further amended and supplemented from time to time, constitute the offer (the “Offer”). This Amendment No. 2 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended. The information contained in the Offer to Purchase and the Letter of Transmittal is incorporated into this Amendment No. 2 by reference in response to all of the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(F) Press release announcing preliminary results of the Offer, dated July 29, 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.

GLOBAL SOURCES LTD.

By: /s/ Connie Lai

Name: Connie Lai

Title: Chief Financial Officer

Dated: July 29, 2015

EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated June 26, 2015.
- (a)(1)(B) Letter of Transmittal.
- (a)(1)(C) Notice of Guaranteed Delivery.
- (a)(1)(D) Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated June 26, 2015.
- (a)(1)(E) Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees, dated June 26, 2015.
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(A) Press release, dated June 11, 2015 (incorporated by reference to Schedule TO-C filed June 11, 2015).
- (a)(5)(B) Not applicable.
- (a)(5)(C) Press release, dated June 26, 2015.
- (a)(5)(D) Summary of Terms.
- (a)(5)(E) Form of Notice to Team Members.
- (a)(5)(F) Press release announcing preliminary results of the Offer, dated July 29, 2015.
- (b) Not applicable.
- (d)(1) The Global Sources Equity Compensation (2007) Master Plan (amended and restated effective as of January 1, 2014) (incorporated by reference to Form 20-F filed on April 24, 2015).
- (d)(2) The Global Sources Share Grant Award Plan (incorporated by reference to Form 20-F filed on June 28, 2007).
- (d)(3) The Global Sources Retention Share Grant Plan (incorporated by reference to Form 20-F filed on June 28, 2007).
- (d)(4) The Global Sources Employee Equity Compensation Plan No. V (Amended) (incorporated by reference to Form S-8 filed on April 10, 2003) (File No. 333-104426).
- (d)(5) The Global Sources Directors Share Grant Award Plan (incorporated by reference to Form 20-F filed on June 26, 2009).
- (d)(6) The Global Sources Retention Share Grant Plan II (amended effective as of May 1, 2012) (incorporated by reference to Form 6-K filed on May 11, 2012).
- (g) Not applicable.
- (h) Not applicable.

**FOR IMMEDIATE RELEASE****Press Contact in Asia**

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Global Sources announces preliminary tender offer results

NEW YORK, July 29, 2015 – Global Sources Ltd. (NASDAQ: GSOL) announced today the preliminary results of its cash tender offer to purchase up to 6,666,666 shares of its issued and outstanding common shares at a price of \$7.50 per share. The offer to purchase shares commenced on June 26, 2015 and expired at 12:00 midnight, New York City time, on July 27, 2015.

As of July 27, 2015, the company's shares closed at \$6.61 per share, as compared to \$6.81 per share as of June 26, 2015, the date the tender offer commenced.

Based on the preliminary count by Computershare Trust Company, N.A., the depositary for the tender offer, approximately 12.6 million shares of the company's common shares were properly tendered and not properly withdrawn. The number of shares properly tendered and not properly withdrawn is preliminary and subject to change. Given that the number of shares tendered was greater than the number of shares that the company offered to purchase, it will be necessary to apply the "odd lot" priority and pro-ration provisions described in the company's offer to purchase. The "odd lot" priority and pro-ration process is estimated to be concluded by July 30, 2015 and payment to shareholders is expected to promptly commence after that process has been completed. The company will issue payment of \$7.50 per share for all "odd lot" and pro-rata shares that were properly tendered and not properly withdrawn.

Based on the preliminary results of the tender offer, the company will become a “controlled company” under the NASDAQ rules upon the completion of the tender offer. As noted in the company’s offer to purchase, the company has no present intention to avail itself of the corporate governance exceptions afforded to a “controlled company” under the NASDAQ rules.

In addition to Computershare’s role as the depositary, Georgeson Inc. served as the information agent. Questions regarding the tender offer should be directed to Georgeson. All shareholders can contact Georgeson by calling them at: (1-888) 607-6511. Non-U.S. shareholders can contact Georgeson by calling them at: (1-781) 575-2137. Alternatively, shareholders can email Georgeson at globalsources@georgeson.com. These telephone numbers and email address are scheduled to remain operational until at least Aug. 26, 2015.

About Global Sources

Global Sources is a leading business-to-business media company and a primary facilitator of trade with Greater China.

The core business facilitates trade between Asia and the world using English-language media such as online marketplaces (GlobalSources.com), print and digital magazines, sourcing research reports, private sourcing events, and trade shows.

More than 1 million international buyers, including 95 of the world’s top 100 retailers, use these services to obtain product and company information to help them source more profitably from overseas supply markets. These services also provide suppliers with integrated marketing solutions to build corporate image, generate sales leads and win orders from buyers in more than 240 countries and territories.

Now in its fifth decade, Global Sources has been publicly listed on the NASDAQ since 2000.

Safe Harbor Statement

This news release contains forward-looking statements within the meaning of Section 27-A of the Securities Act of 1933, as amended and Section 21-E of the Securities Exchange Act of 1934, as amended. The company’s actual results could differ materially from those set forth in the forward-looking statements as a result of the risks associated with the company’s business, changes in general economic conditions, and changes in the assumptions used in making such forward-looking statements.