

---

---

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

---

**SCHEDULE TO**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 3)**

---

**FORESCOUT TECHNOLOGIES, INC.**  
(Name of Subject Company)

**FERRARI MERGER SUB, INC.**  
(Offeror)

**FERRARI GROUP HOLDINGS, L.P.**  
(Parent of Offeror)

**FERRARI INTERMEDIATE, INC.**

**FERRARI PARENT, INC.**

**FERRARI GROUP HOLDINGS GP, LLC**

**ADVENT INTERNATIONAL  
CORPORATION**  
(Other Persons)

(Names of Filing Persons)

---

**Common stock, par value \$0.001 per share**  
(Title of Class of Securities)

**34553D101**  
(Cusip Number of Class of Securities)

**James Westra  
Ferrari Merger Sub, Inc.  
c/o Advent International Corporation  
800 Boylston Street  
Boston, Massachusetts, 02199  
(617) 951-9400**

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

*With a copy to:*

**Amanda McGrady Morrison  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199-3600  
(617) 951-7000**

---

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$1,620,826,552	\$210,384

\* Calculated solely for purposes of determining the filing fee. The calculation of the transaction value is determined by adding the sum of (i) 49,553,291 shares of common stock, par value \$0.001 per share, of Forescout Technologies, Inc. ("Forescout") (including shares of common stock subject to vested stock-based awards) multiplied by the offer price of \$29.00 per share; (ii) 2,346,485 shares of common stock subject to outstanding stock options with an exercise price that is less than the offer price, multiplied by \$17.08, which is the offer price of \$29.00 minus the weighted average exercise price per share of such stock options of \$11.92 per share; and (iii) 4,955,281 shares of common stock subject to outstanding unvested stock-based awards multiplied by the offer price of \$29.00. The calculation of the filing fee is based on information provided by Forescout as of July 13, 2020.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2020, issued August 23, 2019, by multiplying the transaction value by 0.0001298.

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: \$210,384  
Form or Registration No.: Schedule TO

Filing Party: Ferrari Merger Sub, Inc.  
Date Filed: July 20, 2020

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 provisions(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
- 
-

This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Ferrari Merger Sub, Inc., a Delaware corporation (“Purchaser”) and a wholly-owned indirect subsidiary of Ferrari Group Holdings, L.P., a Delaware limited partnership, with the U.S. Securities and Exchange Commission on July 20, 2020 (the “Schedule TO”). The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of common stock, par value \$0.001 per share (“Shares”), of Forescout Technologies, Inc., a Delaware corporation, at a price of \$29.00 per Share, without interest and subject to any applicable withholding taxes, net to the seller in cash, upon the terms and subject to the conditions set forth in the offer to purchase, dated July 20, 2020 (the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal, a copy of which is attached as Exhibit (a)(1)(B), which, as each may be amended or supplemented from time to time, collectively constitute the “Offer.”

All the information set forth in the Offer to Purchase, including Schedule I thereto, is hereby incorporated by reference herein in response to Items 1 through 9 and Item 11 of the Schedule TO, and is supplemented by the information provided in this Amendment. Capitalized terms used and not otherwise defined in this Amendment have the meanings set forth in the Offer to Purchase.

**Items 1 through 9 and 11.**

Items 1 through 9 and 11 of the Schedule TO are hereby amended and supplemented by adding the following text:

**“Final Results of the Offer**

The Offer and withdrawal rights expired at the end of the day, one minute after 11:59 p.m., Eastern Time, on Friday, August 14, 2020. The Depositary has indicated that a total of 40,108,573 Shares were validly tendered and not validly withdrawn pursuant to the Offer as of the Expiration Date, representing approximately 80.6% of the outstanding Shares. In addition, Notices of Guaranteed Delivery have been delivered for 3,756,803 Shares, representing approximately 7.6% of the outstanding Shares. The number of Shares tendered (excluding Shares delivered pursuant to Notices of Guaranteed Delivery for which certificates were not yet delivered) satisfies the Minimum Condition, and all Shares that were validly tendered and not validly withdrawn pursuant to the Offer have been accepted for payment by Purchaser. Purchaser will promptly pay for all such Shares in accordance with the terms of the Offer.

Parent intends to complete its acquisition of Forescout on August 17, 2020 through the merger of Purchaser with and into Forescout in accordance with Section 251(h) of the DGCL, with Forescout surviving as a wholly-owned indirect subsidiary of Parent. Pursuant to the Amended Merger Agreement, at the Effective Time, each Share outstanding immediately prior to the Effective Time (other than Shares: (1) held by Forescout as treasury stock; (2) owned by Parent or Purchaser; (3) owned by any direct or indirect wholly-owned subsidiary of Parent or Purchaser; or (4) held by Forescout stockholders who have properly and validly exercised, and not withdrawn or otherwise lost, their appraisal rights under Section 262 of the DGCL) will be converted into the right to receive \$29.00 per Share, without interest and subject to any applicable withholding taxes, net to the seller in cash (which is the same amount as the Offer Price).

A copy of the joint press release issued by Forescout and Advent International Corporation on August 17, 2020, announcing the expiration, the results and the successful completion of the Offer is attached hereto as Exhibit (a)(1)(I).”

**Item 12. Exhibits.**

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

(a)(1)(I) Joint Press Release issued by Forescout and Advent International Corporation on August 17, 2020.

**SIGNATURES**

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 17, 2020

**FERRARI MERGER SUB, INC.**

By: /s/ James Westra  
Name: James Westra  
Title: President and General Counsel

**FERRARI GROUP HOLDINGS, L.P.**

**By: Ferrari Group Holdings GP, LLC, its general partner**

By: /s/ James Westra  
Name: James Westra  
Title: President and General Counsel

**FERRARI INTERMEDIATE, INC.**

By: /s/ James Westra  
Name: James Westra  
Title: President and General Counsel

**FERRARI PARENT, INC.**

By: /s/ James Westra  
Name: James Westra  
Title: President and General Counsel

**FERRARI GROUP HOLDINGS GP, LLC**

By: /s/ James Westra  
Name: James Westra  
Title: President and General Counsel

**ADVENT INTERNATIONAL CORPORATION**

By: /s/ James Westra  
Name: James Westra  
Title: Chief Legal Officer, General Counsel, and Managing Partner

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated July 20, 2020.*
(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.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Summary Advertisement as published in <i>The New York Times</i> on July 20, 2020.*
(a)(1)(G)	Joint Press Release issued by Forescout and Advent International Corporation on July 15, 2020 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Purchaser with the U.S. Securities and Exchange Commission on July 15, 2020).
(a)(1)(H)	Joint Press Release issued by Forescout and Advent International Corporation on July 20, 2020.*
(a)(1)(I)	Joint Press Release issued by Forescout and Advent International Corporation on August 17, 2020.
(b)(1)	Debt Commitment Letter, dated as of July 15, 2020, from ORCA I LLC and certain of its affiliates, Owl Rock Capital Corporation, Owl Rock Capital Corporation II, Owl Rock Capital Corporation III and Owl Rock Technology Finance Corp. to Purchaser.*
(b)(2)	Amended and Restated Debt Commitment Letter, dated as of July 30, 2020, from ORCA I LLC and certain of its affiliates, Owl Rock Capital Corporation, Owl Rock Capital Corporation II, Owl Rock Capital Corporation III, Owl Rock Technology Finance Corp., Ares Capital Management LLC, TC Lending, LLC, TDL Lending, LLC, Series 14 and Northwestern Mutual Investment Management Company, LLC to Purchaser.*
(d)(1)	Amended & Restated Agreement and Plan of Merger, dated as of July 15, 2020, by and among Parent, Purchaser and Forescout (incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Forescout with the U.S. Securities and Exchange Commission on July 16, 2020).
(d)(2)	Mutual Non-Disclosure and Confidentiality Agreement, dated as of November 14, 2019, by and between Forescout and Advent International Corporation.*
(d)(3)	Amended and Restated Equity Commitment Letter, dated as of July 15, 2020, from certain affiliates of Advent International Corporation to Parent.*
(d)(4)	Amended and Restated Limited Guarantee, dated as of July 15, 2020, by certain affiliates of Advent International Corporation in favor of Forescout.*
(d)(5)	Agreement and Plan of Merger, dated as of February 6, 2020, by and among Parent, Purchaser and Forescout (incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Forescout with the U.S. Securities and Exchange Commission on February 7, 2020).

\* Previously filed.

**Advent International Completes Tender Offer for Shares of Forescout Technologies**

*Acquisition to Close Imminently Today Through a Second-Step Merger*

*Transaction Cements Forescout's Leadership in Securing the Enterprise of Things*

*Partnership to Accelerate Forescout's Cloud Technology Strategy and Address a Vast and Growing Enterprise Risk and Attack Surface*

**BOSTON & SAN JOSE, August 17, 2020** — Advent International (“Advent”), one of the largest and most experienced global private equity investors, and Forescout Technologies, Inc. (“Forescout”), the leader in Enterprise of Things security, today announced the successful completion of Advent’s offer to purchase all the outstanding shares of Forescout common stock for \$29.00 per share, without interest and subject to any applicable withholding taxes, net to the seller in cash. Advent intends to complete the acquisition of Forescout imminently today through a second-step merger.

Advent has partnered with Crosspoint Capital Partners (“Crosspoint Capital”), a private equity investment firm focused on the cybersecurity and privacy industries, on this transaction. Together they will provide Forescout with resources and expertise to help drive continued innovation and scale in Enterprise of Things security, delivering solutions to address the massive and evolving attack surface that businesses and organizations need to monitor and secure every day.

“We live in an age where a smart thermometer in a lobby fish tank can provide hackers unfettered access to a company’s most sensitive data,” said Bryan Taylor, head of Advent’s technology investment team and a Managing Partner in Palo Alto. “At this pivotal moment in the growth and proliferation of the Enterprise of Things, Forescout’s innovative solutions position it to be the partner of choice for enterprise customers managing the formidable challenges of monitoring and protecting their infrastructure and data. We are thrilled to partner with the Forescout team and look forward to working with Crosspoint Capital to leverage our collective cyber software expertise and significant operational resources to support Forescout’s continued innovation and address a large, growing market opportunity.”

Michael DeCesare, CEO and President of Forescout, said, “Protecting organizations and their billions of network-connected devices and components is one of the most critical security issues of our time, and something Forescout addresses better than anyone as we deliver the only solution that actively defends the Enterprise of Things at scale. Together with Advent and Crosspoint Capital, we will be even better positioned to accelerate our innovation roadmap and strategic cloud and business transformation. As we embark today on this exciting new chapter, I want to thank all Forescout employees around the world. This is a testament to their hard work and commitment, and I am proud to continue this journey alongside them as we deliver on our technology, strategy and customer experience goals.”

“Forescout has been a pioneer and is an industry leader in identifying, segmenting and controlling the technology that underpins every enterprise,” said Greg Clark, Forescout Board Member and Managing Partner at Crosspoint Capital. “Risks that have come from the explosion of IoT and the proliferation of cloud workloads and virtual entities have put Forescout at the

epicenter of one of the biggest and most pressing areas of cybersecurity. As a former customer of Forescout, I've seen first-hand the incredible visibility and control that Forescout's differentiated technology provides across every connected Thing, physical or virtual, that is trying to access corporate resources. As a member of the Board, I look forward to helping the company build on its strong track record, further strengthen its market position and continue to advance its cloud strategy."

### **Transaction Details**

The tender offer for all outstanding shares of Forescout common stock at a price of \$29.00 per share, without interest and subject to any applicable withholding taxes, net to the seller in cash, expired at the end of the day, one minute after 11:59 p.m., Eastern Time, on August 14, 2020. The offer was made pursuant to the Amended and Restated Agreement and Plan of Merger (the "Merger Agreement"), entered into by Ferrari Group Holdings, L.P., an affiliate of Advent ("Parent"), Ferrari Merger Sub, Inc., an indirect wholly-owned subsidiary of Parent ("Purchaser"), and Forescout. As of the expiration of the tender offer, 40,108,573 shares of Forescout common stock had been validly tendered and not validly withdrawn, representing approximately 81 percent of the outstanding shares of Forescout common stock. As of the expiration of the tender offer, Notices of Guaranteed Delivery had been delivered for 3,756,803 shares of Forescout common stock, representing approximately 8 percent of the outstanding shares of Forescout common stock.

All the conditions to the offer have been satisfied or waived, and Parent and Purchaser have accepted for payment and will promptly pay for all the shares of Forescout common stock that were validly tendered and not validly withdrawn.

Advent intends to complete the acquisition of Forescout later today through the merger of Purchaser with and into Forescout, without a vote or meeting of Forescout's shareholders in accordance with Section 251(h) of the Delaware General Corporation Law. As a result of the merger, Forescout will become an indirect wholly-owned subsidiary of Parent and its common stock will cease to be traded on the NASDAQ Global Select Market.

In connection with the merger, each share of Forescout common stock that was not validly tendered in the tender offer will be converted into the right to receive the same \$29.00 per share, without interest and subject to any applicable withholding taxes, net to the seller in cash, as will be paid pursuant to the tender offer. This excludes shares (1) held by Forescout as treasury stock; (2) owned by Parent or Purchaser; (3) owned by any direct or indirect wholly-owned subsidiary of Parent or Purchaser; or (4) held by Forescout stockholders who have properly and validly exercised their statutory rights of appraisal in respect of such shares in accordance with Section 262 of the Delaware General Corporation Law.

### **Advisors**

Ropes & Gray LLP served as legal counsel to Advent International and Crosspoint Capital Partners. Morgan Stanley & Co. LLC served as exclusive financial advisor to Forescout, and Wilson Sonsini Goodrich & Rosati, Professional Corporation served as legal counsel.

---

### **About Advent International**

Founded in 1984, Advent International is one of the largest and most experienced global private equity investors. The firm has invested in 360 private equity transactions in 41 countries, and as of March 31, 2020, had \$49 billion in assets under management. With 15 offices in 12 countries, Advent has established a globally integrated team of over 200 investment professionals across North America, Europe, Latin America and Asia. The firm focuses on investments in five core sectors, including business and financial services; health care; industrial; retail, consumer and leisure; and technology. After more than 35 years dedicated to international investing, Advent remains committed to partnering with management teams to deliver sustained revenue and earnings growth for its portfolio companies. For more information, visit [www.adventinternational.com](http://www.adventinternational.com) or [www.linkedin.com/company/advent-international](https://www.linkedin.com/company/advent-international).

### **About Forescout Technologies**

Forescout Technologies, Inc. actively defends the Enterprise of Things by identifying, segmenting and enforcing compliance of every connected thing. Fortune 1000 companies trust Forescout as it provides the most widely deployed, enterprise-class platform at scale across IT, IoT, and OT managed and unmanaged devices. Forescout arms customers with more device intelligence than any other company in the world, allowing organizations across every industry to accurately classify risk, detect anomalies and quickly remediate cyberthreats without disruption of critical business assets. Don't just see it. Secure it.

The Enterprise of Things — Secured. Learn more at [www.forescout.com](http://www.forescout.com).

### **About Crosspoint Capital Partners**

Crosspoint Capital Partners is a newly formed private equity investment firm focused on the cybersecurity and privacy industries. The firm has brought together a group of highly successful technology visionaries, investors and operators to partner with foundational technology companies, transform the privacy and security industry and drive outsized performance. For more information, visit [www.crosspointcapital.com/](http://www.crosspointcapital.com/).

### **Forward-Looking Statements**

This press release contains forward-looking statements, including statements regarding: Forescout and the acquisition of Forescout by affiliates of Advent; the potential benefits of the transaction; the anticipated timing of the merger; and Forescout's plans, objectives, expectations, intentions, financial condition, results of operations and business. These forward-looking statements involve risks and uncertainties. If any of these risks or uncertainties materialize, or if any of Forescout's or Advent's assumptions prove incorrect, Forescout's actual results could differ materially from the results expressed or implied by these forward-looking statements. These risks and uncertainties include risks associated with the ability to realize the anticipated benefits of the acquisition and other risks affecting Forescout's business and operations, including the risks described under the headings "Risk Factors" and "Management Discussion and Analysis of Financial Condition and Results of Operations" in Forescout's Annual Report on Form 10-K, as amended by Amendment No. 1 on Form 10-K/A, and in Forescout's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020 and June 30, 2020, each of which has been filed with the SEC. All forward-looking statements in this press release are based on information available to Forescout as of the date hereof, and



Forescout does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

## **Contacts**

### **ADVENT INTERNATIONAL**

Kerry Golds / Andrew Johnson  
Finsbury  
646-805-2000  
[Adventinternational-US@finsbury.com](mailto:Adventinternational-US@finsbury.com)

### **FORESCOUT TECHNOLOGIES**

#### **Investor Relations:**

Michelle Spolver  
408-721-5884  
[michelle.spolver@forescout.com](mailto:michelle.spolver@forescout.com)

#### **Media Relations:**

Katie Beck  
650-314-8705  
[katie.beck@forescout.com](mailto:katie.beck@forescout.com)

or

Joele Frank, Wilkinson Brimmer Katcher:  
Joele Frank / Jed Repko / Andrew Siegel  
212-355-4449