

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 To  
SCHEDULE TO

(Rule 14d-100)  
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act Of 1934

EMCORE CORPORATION

(Name of Subject Company)

EMCORE CORPORATION, AS ISSUER

(Name of Filing Persons)

5% CONVERTIBLE SUBORDINATED NOTES DUE MAY 15, 2006

(Title of Class of Securities)

290846AA2

(CUSIP Number of Class of Securities)

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

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
\$145,575,000 (1)	\$11,777.02 (2)

(1) Pursuant to Rule 457(f)(1) under the Securities Act of 1933, this amount is the market value as of December 23, 2003 of the maximum amount of the 5% Convertible Subordinated Notes due May 15, 2006 that may be received by the Registrant from tendering holders in the exchange offer described herein.

(2) Registration fee previously paid in connection with the Issuer's Registration Statement on Form S-4 filed December 24, 2003.

☒ 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: \$11,777.02 Filing Party: EMCORE Corporation  
Form or Registration No.: S-4 Date Filed: December 24, 2003

☐ 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: ☐

INTRODUCTION

This Amendment No. 2 to Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed on December 29, 2003, as amended on January 21, 2004 by EMCORE Corporation, a New Jersey corporation (the "Company"), pursuant to Section 13(e) of the Securities Exchange Act of 1934 in connection with its offer to exchange (the "Exchange Offer") up to \$88,962,500 principal amount of its new 5% Convertible Senior Subordinated Notes due May 15, 2011 and \$56,612,500 payable in common stock, based on the average of the closing bid prices of its common stock for the five consecutive trading days ending on and including the third trading day prior to the expiration date, up to a maximum of 10,542,365 shares, for up to \$161,750,000 principal amount of its existing 5% Convertible Subordinated Notes due May 15, 2006 ("Existing Notes"), upon the terms and subject to the conditions set forth in the Company's prospectus forming a part of the Company's Registration Statement on Form S-4 (File No. 333-111585) filed with the Securities and Exchange Commission on December 24, 2003, as amended on January 21, 2004 (the "Registration Statement"), and the related Letter of Transmittal for the Exchange Offer (the "Letter of Transmittal"), which are filed as Exhibits (a)(1)(A) and (a)(1)(C) hereto, respectively.

The Schedule TO is hereby amended and supplemented as follows:

"The Exchange Offer expired at 11:59 p.m., New York City time, on Wednesday, February 18, 2004. Wilmington Trust Company, the exchange agent for the Exchange Offer (the "Exchange Agent"), has advised the Company that, as of the expiration of the Exchange Offer, \$145,975,000 aggregate principal amount of the Existing Notes were validly tendered to the Company in the Exchange Offer. The Existing Notes tendered in the Exchange Offer represent approximately 90.2% of the aggregate principal amount outstanding. The closing of the

exchange offer is expected to occur on or about February 24, 2004. In addition, the Exchange Agent has advised the Company that, as of the expiration of the Exchange Offer, no notices of guaranteed delivery were received in respect of the Existing Notes. The Company has notified the Exchange Agent that it has accepted all validly tendered Existing Notes for payment in accordance with the terms of the Exchange Offer and the Letter of Transmittal."

On February 19, 2004, the Company issued a press release, the text of which is set forth as Exhibit (a)(5) hereto and is incorporated by reference herein.

**Item 12. Exhibits.**

- (a)(1)(A) Preliminary prospectus dated January 21, 2004 (incorporated herein by reference to the Registration Statement).\*
- (a)(1)(B) Form of Senior Subordinated Indenture between the Company and Deutsche Bank Trust Company Americas, as trustee (incorporated herein by reference to Exhibit 4.3 of the Registration Statement).\*
- (a)(1)(C) Form of Letter of Transmittal (incorporated herein by reference to Exhibit 99.1 of the Registration Statement).\*
- (a)(1)(D) Form of Notice of Guaranteed Delivery (incorporated herein by reference to Exhibit 99.2 of the Registration Statement).\*
- (a)(1)(E) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees (incorporated herein by reference to Exhibit 99.3 of the Registration Statement).\*
- (a)(1)(F) Form of Letter to Clients (incorporated herein by reference to Exhibit 99.4 of the Registration Statement).\*
- (a)(5) Press Release Issued February 19, 2004.

\* Previously filed.

**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.

**EMCORE CORPORATION**

By: /s/ Reuben F. Richards, Jr.

Name: Reuben F. Richards, Jr.

Title: President and Chief Executive Officer

Dated: February 19, 2004



## Press Release

### EMCORE Announces Successful Exchange Offer of Its 5% Convertible Subordinated Notes Due May 15, 2006

SOMERSET, N.J., Feb. 19 -- EMCORE Corporation (Nasdaq: EMKR), a leading provider of compound semiconductor technologies for global communications, today announced the successful conclusion of its exchange offer. The Company will exchange approximately \$80.3 million aggregate principal amount of its new 5% Convertible Senior Subordinated Notes due May 15, 2011 ("New Notes") and approximately 7.7 million shares of common stock for approximately \$146.0 aggregate million principal amount of its 5% Convertible Subordinated Notes due May 15, 2006 ("Old Notes"). The notes tendered in the exchange represent approximately 90.2% of the aggregate principal amount outstanding. The closing of the exchange offer is expected to occur on or about February 24, 2004.

EMCORE's President and Chief Executive Officer, Mr. Reuben F. Richards, Jr., said, "We are delighted with the overwhelmingly positive response of our convertible note holders to our exchange offer. Our successful exchange offer is another key milestone in positioning EMCORE as a leader in global communications.

The exchange offer will achieve an aggregate debt reduction of approximately \$65.7 million and a reduction in annual interest expense of approximately \$3.3 million. We believe this transaction is in the best interests of our shareholders, bondholders and customers."

The exchange offer was made pursuant to a registration statement, tender offer statement and other related documents, which more fully set forth the terms of the exchange offer and the New Notes. CIBC World Markets acted as dealer manager for the exchange offer.

#### About EMCORE:

EMCORE Corporation offers a broad portfolio of compound semiconductor-based products for the rapidly expanding broadband and wireless communications markets and the solid-state lighting industry. The company's integrated solutions philosophy embodies state-of-the-art technology, material science expertise, and a shared vision of our customer's goals and objectives to be leaders and pioneers in the rapidly growing communications market. EMCORE's solutions include: optical components for fiber-to-the-curb/home/business, cable television, and high speed data and telecommunications; solar cells, solar panels and fiber optic satellite links for global satellite communications; and electronic materials for high bandwidth communications systems, such as Internet access and wireless telephones. Through its participation in GELcore, LLC, EMCORE plays a vital role in developing and commercializing next-generation LED technology for use in the general illumination market. For further information about EMCORE, visit <http://www.emcore.com>.

The information provided herein may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Investors are cautioned that all forward-looking statements regarding EMCORE, its operations and its financial results involve risks and uncertainties, including without limitation risks associated with the proposed exchange offer, including risks related to the issuance of common stock in the exchange offer, including dilution to existing shareholders and volatility in our stock price; risks relating to EMCORE's indebtedness; risks of downturns in economic conditions generally and in the telecommunications and data communications markets and the compound semiconductor industry specifically; risks relating to reduced revenues resulting from the TurboDisc sale; risks to continuing operations arising from the separation of the TurboDisc operations from the Company; risks that EMCORE's restructuring and realignment efforts may not be successful in achieving their expected benefits, may be insufficient to align EMCORE's operations with customer demand and the changes affecting our industry, or may be more costly than currently anticipated; risks related to intellectual property rights and litigation; risks in technology development and commercialization; and other risks detailed in EMCORE's filings with the Securities and Exchange Commission.

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