

APPLIED SIGNAL TECHNOLOGY INC
Form SC 14D9/A
January 28, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14D-9
(RULE 14d-101)
(Amendment No. 7)
SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Applied Signal Technology, Inc.

(Name of Subject Company)

Applied Signal Technology, Inc.

(Names of Person(s) Filing Statement)

Common Stock, without par value

(Title of Class of Securities)

038237103

(CUSIP Number of Class of Securities)

William B. Van Vleet III

President and Chief Executive Officer

460 West California Avenue

Sunnyvale, California 94086

(408) 749-1888

(Name, address and telephone number(s) of person authorized to receive
notice and communications on behalf of the person(s) filing statement)

Copies To:

Jason C. Harmon, Esq.

DLA Piper LLP (US)

6225 Smith Avenue

Baltimore, Maryland 21209

(410) 580-4170

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 7 (this Amendment No. 7) amends and supplements Item 8 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the U.S. Securities and Exchange Commission on December 30, 2010, by Applied Signal Technology, Inc., a California corporation (the Company), as amended or supplemented from time to time (the Schedule 14D-9). The Schedule 14D-9 relates to the tender offer by RN Acquisition Company, a California corporation (Purchaser), a wholly owned subsidiary of Raytheon Company, a Delaware corporation (Parent), and pursuant to which Purchaser has offered to purchase all of the outstanding shares of common stock, without par value, of the Company (the Shares) that are not already owned by Parent and its subsidiaries at a price of \$38.00 per Share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated December 30, 2010 and the related Letter of Transmittal, as each may be amended or supplemented from time to time.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to items in this Amendment No. 7. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented as set forth below.

The second paragraph under the heading Antitrust is amended and supplemented to include the following new sentence at the end of such paragraph:

On January 28, 2011, the FTC granted early termination of the waiting period under the HSR Act applicable to the Offer.

SIGNATURES

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.

APPLIED SIGNAL TECHNOLOGY, INC.

By: /s/ William Van Vleet III
Name: William Van Vleet III
Title: President and Chief Executive
Officer

Date: January 28, 2011