

CIS Acquisition Ltd.  
Form SC TO-I  
June 20, 2014

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

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**SCHEDULE TO**

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

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**CIS ACQUISITION LTD.**

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

**Callable Class B Ordinary Shares, par value \$0.0001 per share**

(Title of Class of Securities)

**G21490209**

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(CUSIP Number of Class of Securities)

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**Kyle Shostak**  
**89 Udaltsova Street, Suite 84**  
**Moscow, Russia 119607**  
**Telephone: (917) 514-1310**

**E-mail: kyle.shostak@cisacquisition.com**

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

*with a copy to:*

**Mitchell S. Nussbaum, Esq.**  
**Giovanni Caruso, Esq.**

**Loeb & Loeb LLP**  
**345 Park Avenue**  
**New York, New York 10154**  
**Tel: (212) 407-4000**

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#### **CALCULATION OF FILING FEE**

<b>Transaction valuation*</b>	<b>Amount of filing fee*</b>
<b>\$36,400,000</b>	<b>\$4,688.32</b>

Estimated for purposes of calculating the amount of the filing fee only. The transaction value assumes the purchase of a total of 3,500,000 outstanding Callable Class B Ordinary Shares of CIS Acquisition Ltd., par value \$0.0001 per \*share, at the tender offer price of \$10.40 per share. The amount of the filing fee is calculated pursuant to Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, which equals \$128.80 for each \$1,000,000 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: N/A Filing Party: N/A  
Form or Registration No.: 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.

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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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## **SCHEDULE TO**

This Tender Offer Statement on Schedule TO (this “Schedule TO”) is filed by CIS Acquisition Ltd., a British Virgin Islands company (the “Company”). This Schedule TO relates to the offer by the Company to all holders of the Company’s Callable Class B Ordinary Shares, par value \$0.0001 per share (the “Shares”), that will be outstanding after the closing of the Acquisition (as defined in the Offer Letter) at a price of \$10.40 per shares in cash, without interest. The offer is subject to the terms and conditions set forth in the Offer Letter, dated June [\_\_\_], 2014 (the “Offer Letter”), a copy of which is filed herewith as Exhibit (a)(1)(A), and in the related Letter of Transmittal, a copy of which is filed herewith as Exhibit (a)(1)(B) (which, together with any amendments or supplements thereto, collectively constitute the “Offer”). The Company will not commence this Offer until the Acquisition (as defined in the Offer Letter) closes.

This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended. The information in the Offer Letter and the related Letter of Transmittal is incorporated by reference as set forth below.

### **Item 1. Summary Term Sheet.**

The information set forth in the section of the Offer Letter titled “Summary Term Sheet” is incorporated herein by reference.

### **Item 2. Subject Company Information.**

#### ***(a) Name and Address.***

The name of the subject company and the filing person is CIS Acquisition Ltd., a British Virgin Islands company. Its principal executive offices are located at 89 Udaltsova Street, Suite 84, Moscow, Russia 119607. The Company’s telephone number is (917) 514-1310.

#### ***(b) Securities.***

The securities that are the subject of this Schedule TO are 3,500,000 Shares. As of June [\_\_\_], 2014, there were [\_\_\_\_\_] Shares of the Company issued and outstanding.

*(c) Trading Market and Price.*

The information set forth in the Offer Letter under “Market Price Information” is incorporated herein by reference.

**Item 3. Identity and Background of Filing Person.**

*(a) Name and Address.*

The Company is the subject company and the filing person. The business address and telephone number of the Company are set forth under Item 2(a) above.

The names of the executive officers and directors of the Company who are persons specified in Instruction C to Schedule TO are set forth below. The business address for each such person is 89 Udaltsova Street, Suite 84, Moscow, Russia 119607, and the telephone number for each such person is (917) 514-1310.

<b>Name</b>	<b>Position</b>
Anatoly Danilitskiy	Chairman and Chief Executive Officer
Kyle Shostak	Director, Chief Financial Officer and Secretary
Taras Vazhnov	Director
Levan Vasadze	Director
David R. Ansell	Director

**Item 4. Terms of the Transaction.**

***(a) Material Terms.***

(1)(i) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” and “The Offer—General” is incorporated herein by reference.

(1)(ii) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” and “The Offer—Purchase Price” is incorporated herein by reference.

(1)(iii) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” and “The Offer—Scheduled Expiration of Offer” is incorporated herein by reference.

(1)(iv) Not applicable.

(1)(v) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” and “The Offer— Extension of the Offer; Termination; Amendment” is incorporated herein by reference.

(1)(vi) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” and “The Offer—Procedures for Tendering shares of Common Stock—Withdrawal Rights” is incorporated herein by reference.

(1)(vii) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” and “The Offer—Procedures for Tendering shares of Common Stock” is incorporated herein by reference.

(1)(viii) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” and “The Offer— Purchase of Common Stock and Payment of Purchase Price” is incorporated herein by reference.

(1)(ix) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” “The Offer— No Proration in Offer” and “The Offer—Conditions of the Offer” is incorporated herein by reference.

(1)(x) The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” “Risk Factors,” “The Offer—Purpose of the Offer” and “The Offer—Certain Effects of the Offer” is incorporated herein by reference.

(1)(xi) Not applicable.

(1)(xii) The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors” and “Material U.S. Federal Income Tax Consequences” is incorporated herein by reference.

(2)(i)-(vii) Not applicable.

***(b) Purchases.***

Holders of our Class A Ordinary Shares issued prior to our initial public offering, including our officers and directors, have agreed not to participate in the Offer with respect to such shares. Based on our records and on information provided to us by our directors, executive officers, affiliates and subsidiaries, neither we nor any of our directors, executive officers, affiliates or subsidiaries have effected any transactions involving our securities during the 60 days prior to June 20, 2014.

The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors,” “The Acquisition—Interests of Certain Persons in the Acquisition,” “The Offer—Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Securities” and “Certain Relationships and Related Transactions” is incorporated herein by reference. See Item 8(a) herein for more information.

**Item 5. Past Contracts, Transactions, Negotiations and Arrangements.**

*(a) Agreements Involving the Subject Company’s Securities.*

The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors,” “The Acquisition—Interests of Certain Persons in the Acquisition,” “The Offer—Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Securities,” “Security Ownership of Certain Beneficial Owners and Management,” and “Certain Relationships and Related Transactions” is incorporated herein by reference.

**Item 6. Purposes of the Transaction and Plans or Proposals.**

*(a) Purposes.*

The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors” and “The Offer—Purpose of the Offer” is incorporated herein by reference.

*(b) Uses of Securities Acquired.*

The securities will be retired and cancelled.

*(c) Plans.*

The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors” and “The Offer—Purpose of the Offer” is incorporated herein by reference.

**Item 7. Source and Amount of Funds or Other Consideration.**

***(a) Sources of Funds.***

The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors” and “The Offer— Source and Amount of Funds” is incorporated herein by reference.

***(b) Conditions.***

The information set forth in the Offer Letter under “Summary Term Sheet,” “Questions and Answers about the Offer,” “Summary,” “The Offer— No Proration in Offer” and “The Offer—Conditions of the Offer” is incorporated herein by reference.

***(c) Borrowed Funds.***

Not applicable.

**Item 8. Interest in Securities of the Subject Company.**

***(a) Securities Ownership.***

The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors,” “The Acquisition—Interests of Certain Persons in the Acquisition,” “The Offer—Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Securities” and “Certain Relationships and Related Transactions” is incorporated herein by reference.

***(b) Securities Transactions.***

Neither the Company nor to the Company’s knowledge after reasonable inquiry have any of its other officers or directors engaged in any transactions in the Shares required to be disclosed in this Item 8(b).

**Item 9. Person/Assets, Retained, Employed, Compensated or Used.**

***(a) Solicitations or Recommendations.***

The Company has retained American Stock Transfer & Trust Company (“American”) to act as the Depositary and Advantage Proxy (“Advantage”) to act as the Information Agent. The Company may contact holders of Shares over the Internet, by mail, telephone, fax, email or other electronic means, and may request brokers, dealers, commercial banks, trust companies and other nominee holders to forward material relating to the Offer to beneficial owners. Each of American and Advantage will receive reasonable and customary compensation for its services in connection with the Offer, plus reimbursement for out-of-pocket expenses, and will be indemnified by the Company against certain liabilities and expenses in connection therewith.

The information set forth in the Offer Letter under “The Offer—Fees and Expenses” is incorporated herein by reference.

**Item 10. Financial Statements.**

***(a) Financial Information.***

Not applicable.

***(b) Pro Forma Information.***

Not applicable.

**Item 11. Additional Information.**

***(a) Agreements, Regulatory Requirements and Legal Proceedings.***

The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors,” “The Acquisition,” “The Offer—Purpose of the Offer,” “The Offer—Certain Legal Matters; Regulatory Approvals” and “Certain Relationships and Related Transactions” is incorporated herein by reference.

***(b) Other Material Information.***

The information set forth in the Offer Letter under “Questions and Answers about the Offer,” “Summary,” “Risk Factors,” “Information about CIS,” “Post-Acquisition Business,” “The Acquisition,” “The Offer,” “Security Ownership of Certain Beneficial Owners and Management,” “Certain Relationships and Related Transactions” and “Material U.S. Federal Income Tax Consequences” is incorporated herein by reference.

**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)	Offer Letter dated June [__], 2014.
(a)(1)(B)	Letter of Transmittal (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(C)	Form of Notice of Guaranteed Delivery.
(a)(1)(D)	Form of letter to brokers, dealers, commercial banks, trust companies and other nominees to their clients.
(a)(1)(E)	Form of letter to be used by brokers, dealers, commercial banks, trust companies and other nominees for their clients.
(b)	Not applicable.
(c)	Not applicable.
(d)(1)	Stock Purchase Agreement by and among CIS, Red Rock Holdings Group, LLC, and Foster Jennings, Inc., Red Rock's sole member, dated June 16, 2014.
(e)	Not applicable.
(f)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

**Item 13. Information Required by Schedule 13e-3.**

Not applicable.

**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.

CIS ACQUISITION LTD.

By: /s/ Kyle Shostak  
Name: Kyle Shostak  
Title: Chief Financial Officer

Date: June 20, 2014

## INDEX TO EXHIBITS

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