

DICKS SPORTING GOODS INC

Form SC TO-C

June 23, 2004

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

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

**GALYAN S TRADING
COMPANY, INC.**

(Name of Subject Company
(issuer))

**DIAMONDBACKS
ACQUISITION INC.
a wholly-owned subsidiary of
DICK S SPORTING GOODS, INC.**

(Names of Filing Persons (offeror))

Common Stock, no par value

(Title of Class of Securities)

36458R101

(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)

☒ 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: ☐

Item 12. Exhibits.

(a)(5)(A) Merger Overview slide presentation by Dick's Sporting Goods, Inc.*

(a)(5)(B) Electronic Mail Announcement to Dick's Sporting Goods, Inc. Associates regarding the Offer and the Merger.*

(a)(5)(C) Slide presentation for William Blair & Company Growth Conference on June 23, 2004.

* Incorporated by reference to the Schedule TO-C filed by Dick's Sporting Goods, Inc. on June 22, 2004.

Exhibit Index

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