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PERKINELMER INC
Form SC TO-I/A
December 23, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 13e-4)
TENDER OFFER STATEMENT
UNDER

SECTION 14(d) (1) OR 13(e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)

PERKINELMER, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

ZERO COUPON CONVERTIBLE DEBENTURES DUE AUGUST 7, 2020
(Title of Class of Securities)

714046 AA 7
(CUSIP Number of Class of Securities)

Terrance L. Carlson, Esq.
Senior Vice President and General Counsel
PerkinElmer, Inc.
45 William Street
Wellesley, MA 02481
(781) 237-5100
(Name, address and telephone number of person authorized to receive notices and
communications on behalf of filing person)

Copy to:

David E. Redlick, Esq.
Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
Telephone: (617) 526-6000
Telecopy: (617) 526-5000

[] 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.
[X] issuer tender offer subject to Rule 13e-4.
[] going-private transaction subject to Rule 13e-3.

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[] 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: []

TENDER OFFER

This Amendment No. 2 to Issuer Tender Offer Statement on Schedule TO (the "Statement") is being filed with the United States Securities and Exchange Commission (the "Commission") by PerkinElmer, Inc., a Massachusetts corporation ("PerkinElmer"), in connection with PerkinElmer's offer to purchase for cash, on the terms and subject to the conditions set forth in the Offer to Purchase, dated November 29, 2002 (the "Offer to Purchase"), and Letter of Transmittal (the "Letter of Transmittal"), any and all of PerkinElmer's outstanding zero coupon convertible debentures due August 7, 2020 (the "Debentures"). Copies of the Offer to Purchase and the Letter of Transmittal are filed as exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Tender Offer Statement on Schedule TO originally filed with the Commission on November 29, 2002.

ITEM 12. EXHIBITS.

The information set forth in Item 12 is hereby amended by renumbering Exhibit (a)(2) as Exhibit (a)(5)(i).

In addition, the information set forth in Item 12 is amended and supplemented by adding immediately following the reference to Exhibit (a)(5)(i) the following:

- (b)(1) Form of Credit Agreement, among PerkinElmer, Inc., as borrower, the several lenders from time to time parties thereto, Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner and Smith Incorporated, as arranger, Merrill Lynch Capital Corporation, as syndication agent, Societe Generale, as documentation agent, and Bank of America, N.A., as administrative agent.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

PERKINELMER, INC.

By: /s/ Terrance L. Carlson

Terrance L. Carlson, Esq.
Senior Vice President, Business
Development, General Counsel and Clerk

Date: December 23, 2002

EXHIBIT INDEX

Exhibit

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| Number ----- | Description ----- |
|-----------------|--|
| (a) (1) (i) | Offer to Purchase, dated November 29, 2002.# |
| (a) (1) (ii) | Letter of Transmittal, dated November 29, 2002.# |
| (a) (1) (iii) | Letter to Clients, dated November 29, 2002.# |
| (a) (1) (iv) | Letter to Broker-Dealers, dated November 29, 2002.# |
| (a) (1) (v) | Instructions to Form W-9.# |
| (a) (5) (i) | Press Release Regarding Offer, dated November 29, 2002.# |
| (b) (1) | Form of Credit Agreement, among PerkinElmer, Inc., as borrower, the several lenders from time to time parties thereto, Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner and Smith Incorporated, as arranger, Merrill Lynch Capital Corporation, as syndication agent, Societe Generale, as documentation agent, and Bank of America, N.A., as administrative agent.* |
| (d) (1) | Indenture, dated August 7, 2000, between PerkinElmer, Inc. (formerly EG&G, Inc.) and Bank One Trust Company, N.A., as successor Trustee (previously filed as Exhibit 4.1 to the EG&G, Inc. Registration Statement on Form S-3 (Registration No. 333-71069), and incorporated herein by reference). |
| (d) (2) | First Supplemental Indenture, dated as of August 7, 2000, between PerkinElmer and Bank One Trust Company, N.A., relating to the Zero Coupon Convertible Debentures due August 7, 2000 (previously filed as Exhibit 4.1 to PerkinElmer's Current Report on Form 8-K, File No. 1-5075, and incorporated herein by reference). |

* Filed herewith.

Previously filed.