

MANPOWER INC /WI/
Form SC TO-T/A
January 15, 2004

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

(Amendment No. 2)

RIGHT MANAGEMENT CONSULTANTS, INC.

(Name of Subject Company Issuer)

HOOSIER ACQUISITION CORP.,

a wholly owned subsidiary of Manpower Inc.

MANPOWER INC.

(Name of Filing Persons - Offeror)

COMMON STOCK
PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

56418H 10 0
(CUSIP Number of Class of Securities)

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Michael J. Van Handel
Manpower Inc.
5301 North Ironwood Road
Milwaukee, Wisconsin 53217
(414) 961-1000

(Name, address and telephone number of person authorized to receive notices and communication on behalf of Filing Person)

Copies to:

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¨ 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:

- x Third-party tender offer subject to Rule 14d-1.
- ¨ Issuer tender offer subject to Rule 13e-41.
- ¨ 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

: ¨

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO, as amended and supplemented (the "Schedule TO"), filed on December 19, 2003 by Manpower Inc., a Wisconsin corporation (Manpower), and Hoosier Acquisition Corp., a Pennsylvania corporation and wholly owned subsidiary of Manpower ("Purchaser"), relating to the commencement of an offer by Manpower, through Purchaser, to exchange outstanding shares of common stock, par value \$0.01 per share, of Right Management Consultants, Inc., a Pennsylvania corporation ("Right"), for shares of common stock, par value \$0.01 per share, of Manpower ("Manpower Common Stock"), based on the exchange rate described in the Prospectus referenced below (the "Offer").

Manpower has filed a registration statement on Form S-4, as amended (the "Registration Statement") with the Securities and Exchange Commission relating to the shares of Manpower Common Stock to be issued to shareholders of Right in the Offer and the subsequent merger (the "Merger") of Purchaser into Right. The terms and conditions of the Offer and the Merger (as may from time to time be amended, supplemented or finalized) are described in the Prospectus which is a part of the Registration Statement (the "Prospectus"), and the related Letter of Transmittal, as

amended (the "Letter of Transmittal"), which were annexed to the Schedule TO as Exhibits (a)(1) and (a)(2) thereto, respectively. On January 15, 2004, Manpower filed Amendment No. 2 to the Registration Statement, which is attached hereto as Exhibit (a)(1)(ii).

All of the information in the Prospectus and the related Letter of Transmittal, and any prospectus supplement or other amendment thereto related to the Offer hereafter filed with the Securities and Exchange Commission by Manpower and Purchaser, is hereby incorporated by reference in answer to Items 1 through 11 of this Schedule TO.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibit:

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|---|
| (a)(1)(ii) | Prospectus relating to shares of Manpower Common Stock to be issued in the Offer and the Merger (incorporated by reference to Amendment No. 2 to Manpower's Registration Statement on Form S-4 filed on January 15, 2004, File No. 333-111337). |

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.

Dated: January 15, 2004.

MANPOWER INC.

HOOSIER ACQUISITION CORP.

By: /s/ Michael J. Van Handel

By: /s/ Michael J. Van Handel

Name: Michael J. Van Handel

Name: Michael J. Van Handel

Title: Executive Vice President and Chief Financial Officer

Title: Executive Vice President and Chief Financial Officer

EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|-------------|
|-------------------|-------------|

- (a)(1)(ii) Prospectus relating to shares of Manpower Common Stock to be issued in the Offer and the Merger (incorporated by reference to Amendment No. 2 to Manpower's Registration Statement on Form S-4 filed on January 15, 2004, File No. 333-111337).