

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

SCHEDULE TO
(Amendment No. 3)
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Avid Technology, Inc.
(Name of Subject Company (Issuer))

Avid Technology, Inc.
(Name of Filing Person (Issuer))

2.00% Convertible Senior Notes due 2020
(Title of Class of Securities)

05367PAB6
(CUSIP Number of Class of Securities)

Kenneth Gayron
Executive Vice President and CFO
Avid Technology, Inc.
75 Network Drive
Burlington, Massachusetts 01803
(978) 640-6789

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:
David B.H. Martin, Esq.
Covington & Burling LLP
One CityCenter
850 Tenth St., N.W.
Washington, D.C. 20001
(202) 662-6000

CALCULATION OF FILING FEE

Transaction Value*	Amount of Filing Fee**
\$101,053,072.50	\$12,247.64

* Calculated solely for purposes of determining the filing fee. The purchase price of the 2.00% Senior Convertible Notes due 2020 (the "Notes"), as described herein, is \$982.50 per \$1,000 principal amount outstanding. As of May 1, 2019, there was \$102,853,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$101,053,072.50.

** The amount of the filing fee was calculated at \$121.20 per \$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: \$12,247.64

Filing Party: Avid Technology, Inc.

Form or Registration No.: SC TO-I and SC TO-I/A (005-43239)

Date Filed: April 11, 2019 and April 25, 2019

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

Check the appropriate boxes to designate any transactions to which this 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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INTRODUCTORY STATEMENT

This Amendment No. 3 (this “Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) by Avid Technology, Inc., a Delaware corporation (the “Company”), on April 11, 2019 (the “Original Schedule TO”), as amended and supplemented by Amendment No. 1 to the Schedule TO filed on April 25, 2019 (“Amendment No. 1”) and Amendment No. 2 to the Schedule TO filed on May 2, 2019 (“Amendment No. 2” and together with the Original Schedule TO and Amendment No. 1, the “Schedule TO”) relating to the Company’s offer to purchase for cash (the “Offer”) any and all of the Company’s outstanding 2.00% Convertible Senior Notes due 2020 (the “Notes”). The Offer is being made upon the terms and subject to the conditions set forth in (i) the Offer to Purchase, dated April 11, 2019 (the “Original Offer to Purchase”), and the related Letter of Transmittal (the “Original Letter of Transmittal”), copies of which were previously filed as exhibits to the Schedule TO, (ii) Supplement No. 1 to the Offer to Purchase, dated April 25, 2019 (“Supplement No. 1”), and the related Amended and Restated Letter of Transmittal, dated April 25, 2019 (the “Amended and Restated LOT”), copies of which were previously filed as exhibits to the Schedule TO, (iii) Supplement No. 2 to the Offer to Purchase, dated May 2, 2019, a copy of which was previously filed as an exhibit to the Schedule TO and (iv) Supplement No. 3 to the Offer to Purchase, dated May 6, 2019 (“Supplement No. 3” and together with the Original Offer to Purchase, Supplement No. 1 and Supplement No. 2, the “Offer to Purchase”). The Original Offer to Purchase, Supplement No. 1, the Original Letter of Transmittal, the Amended and Restated LOT, Supplement No. 2 and Supplement No. 3 together, as amended or supplemented from time to time, constitute the Offer.

Except as amended hereby, the information in the Schedule TO remains unchanged. To the extent there are any conflicts between the information in this Amendment No. 3 and the information in the Schedule TO, the information in this Amendment No. 3 hereby replaces and supersedes such information.

Items 1-11.

Offer to Purchase (Exhibit (a)(1)(i), Exhibit (a)(1)(iii), Exhibit (a)(1)(v) and Exhibit (a)(1)(vi) to the Schedule TO)

The Offer to Purchase is hereby amended and supplemented as follows (which amendments and supplements are included in Supplement No. 3):

The list of documents incorporated by reference under the caption “Incorporation of Certain Documents By Reference” is hereby amended to add the following as a new second bullet point:

- our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 and filed with the SEC on May 6, 2019;

Item 12. Exhibits.

See Exhibit Index immediately following the signature page.

SIGNATURE

After due inquiry and to the best of my knowledge, I certify that the information set forth in this statement is true, complete and correct.

AVID TECHNOLOGY, INC.

By: /s/ Kenneth Gayron

Name: Kenneth Gayron

Title: Executive Vice President and CFO

Date: May 6, 2019

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(i)	<u>Offer to Purchase, dated April 11, 2019.*</u>
(a)(1)(ii)	<u>Letter of Transmittal, dated April 11, 2019.*</u>
(a)(1)(iii)	<u>Supplement No. 1 to the Offer to Purchase, dated April 25, 2019.*</u>
(a)(1)(iv)	<u>Amended and Restated Letter of Transmittal, dated April 25, 2019.*</u>
(a)(1)(v)	<u>Supplement No. 2 to the Offer to Purchase, dated May 2, 2019.*</u>
(a)(1)(vi)	<u>Supplement No. 3 to the Offer to Purchase, dated May 6, 2019.</u>
(a)(5)(i)	<u>Press Release Announcing Commencement of the Offer, dated April 11, 2019.*</u>
(a)(5)(ii)	<u>Press Release Announcing Price Increase for the Offer, dated April 25, 2019.*</u>
(a)(5)(iii)	<u>Press Release Announcing Satisfaction of Financing Condition, dated May 2, 2019.*</u>
	<u>Financing Agreement, dated February 26, 2016, among Avid Technology, Inc. and the Lenders named therein (incorporated by reference to Exhibit 10.42 to the Company's Annual Report on Form 10-K (File No. 001-36254) filed with the SEC on March 15, 2016).*</u>
(b)(1)	<u>Amendment No. 1. to Financing Agreement, dated February 26, 2016, among Avid Technology, Inc. and the Lenders named therein (incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K (File No. 001-36254) filed with the SEC on March 20, 2017).*</u>
(b)(2)	<u>Amendment No. 2 to Financing Agreement, dated February 26, 2016, among Avid Technology, Inc. and the Lenders named therein (incorporated by reference to Exhibit 10.45 to the Company's Annual Report on Form 10-K (File No. 001-036254) filed with the SEC on March 16, 2018).*</u>
(b)(3)	<u>Amendment No. 3 to Financing Agreement, dated February 26, 2016, among Avid Technology, Inc. and the Lenders named therein (incorporated by reference to Exhibit 10.46 to the Company's Annual Report on Form 10-K (File No. 001-036254) filed with the SEC on March 16, 2018).*</u>
(b)(4)	<u>Amendment No. 4 to Financing Agreement, dated February 26, 2016, among Avid Technology, Inc. and the Lenders named therein (incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K (File No. 001-036254) filed with the SEC on May 15, 2018).*</u>
(b)(5)	<u>Amendment No. 5 to Financing Agreement, dated February 26, 2016, among Avid Technology, Inc. and the Lenders named therein (incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K (File No. 001-036254) filed with the SEC on April 11, 2019).*</u>
(b)(6)	<u>Indenture, dated as of June 15, 2015, between Avid Technology, Inc. and Wells Fargo Bank, National Association (including the form of 2.00% Convertible Senior Notes due 2020) (incorporated by reference to Exhibit 4.1 to the Company's Report on Form 8-K/A (File No. 001-36254) filed with the SEC on June 16, 2015).*</u>
(d)(1)	<u>Base capped call transaction confirmation, dated as of June 9, 2015, by and between Jefferies International Limited and Avid Technology, Inc., in reference to the 2.00% Convertible Senior Notes due 2020 (incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K/A (File No. 001-36254) filed with the SEC on June 16, 2015).*</u>
(d)(2)	<u>Standstill Agreement, dated February 16, 2018, among Avid Technology, Inc., and Cove Street Capital, LLC (incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K (File No. 001-36254) filed with the SEC on February 21, 2018).*</u>
(d)(3)	
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.

OFFER TO PURCHASE



Avid Technology, Inc.

**Supplement No. 3
to the
Offer to Purchase for Cash Any and All of its
2.00% Senior Convertible Notes due 2020
CUSIP No. 05367PAB6**

This Supplement No. 3 (this “Supplement”) hereby supplements and amends the information previously provided in the Offer to Purchase, dated April 11, 2019 (the “Original Offer to Purchase”), Supplement No. 1 to the Offer to Purchase, dated April 25, 2019 (“Supplement No. 1”) and Supplement No. 2 to the Offer to Purchase, dated May 2, 2019 (“Supplement No. 2” and, together with the Original Offer to Purchase, Supplement No. 1 and this Supplement, the “Offer to Purchase”) of Avid Technology, Inc., a Delaware corporation (the “Company,” “we,” “us,” or “our”). Except as amended and supplemented hereby, the information in the Original Offer to Purchase, Supplement No. 1 and Supplement No. 2 remains unchanged. To the extent there are any conflicts between the information in this Supplement and the information in the Original Offer to Purchase, Supplement No. 1 and Supplement No. 2, the information in this Supplement hereby replaces and supersedes such information. All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Original Offer to Purchase.

Any questions or requests for assistance may be directed to Jefferies LLC, which is acting as sole dealer manager for the Offer (in such capacity, the “Dealer Manager”), or Global Bondholder Services Corporation, which is acting as the information agent and the tender agent for the Offer (in such capacities, as the case may be, the “Information Agent,” the “Tender Agent” or the “Information and Tender Agent”), at their addresses and telephone numbers set forth on the back cover of this Supplement. Any requests for additional copies of the Offer to Purchase or the Amended and Restated Letter of Transmittal (the “Letter of Transmittal”) may be directed to the Information and Tender Agent. A Holder may also contact such Holder’s broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

Neither we nor our affiliates, the Dealer Manager, the Information and Tender Agent, or any of their respective affiliates, makes any recommendation as to whether or not Holders should tender all or any portion of their Notes pursuant to the Offer and no one has been authorized by any of them to make such a recommendation. Holders must make their own decisions as to whether to tender their Notes, and, if so, the amount of their Notes to tender.

Holders should carefully review the information set forth in the Offer to Purchase and the Letter of Transmittal, including “Certain Significant Consequences,” before making a decision with respect to the Offer.

The Offer has not been approved or disapproved by the Securities and Exchange Commission (the “SEC”), nor has the SEC passed upon the fairness of the Offer or upon the accuracy or adequacy of the information contained or incorporated by reference in the Offer to Purchase. Any representation to the contrary is a criminal offense.

The Dealer Manager for the Offer is:

Jefferies

**Jefferies LLC
520 Madison Avenue
New York, NY 10022
212-284-8137**

May 6, 2019

The Offer to Purchase is hereby amended and supplemented as follows:

The list of documents incorporated by reference under the caption “Incorporation of Certain Documents By Reference” is hereby amended to add the following as a new second bullet point:

- our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 and filed with the SEC on May 6, 2019;

The Tender Agent for the Offer is:

Global Bondholder Services Corporation

By Regular, Registered or Certified Mail
Hand or Overnight Delivery:

Global Bondholder Services Corporation
65 Broadway - Suite 404
New York, NY 10006
Attention: Corporate Actions

By Facsimile Transmission
(for Eligible Institutions only)
(212) 430-3775/3779

To confirm receipt of facsimile by telephone:
(212) 430-3774

Any questions or requests for assistance may be directed to the Dealer Manager or the Information and Tender Agent at their respective telephone numbers as set forth below. Any requests for additional copies of this Offer to Purchase, the Letter of Transmittal or related documents may be directed to the Information and Tender Agent. A Holder may also contact such Holder's broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

The Information and Tender Agent for the Offer is:

Global Bondholder Services Corporation

Global Bondholder Services Corporation
65 Broadway - Suite 404
New York, NY 10006
Banks and Brokers, Call Collect:
(212) 430-3774
All Others Call Toll Free:
(866) 470-4300

The Dealer Manager for the Offer is:

Jefferies LLC

520 Madison Avenue
New York, NY 10022
(212) 284-8137