

JACK IN THE BOX INC /NEW/

Form SC TO-I/A

December 21, 2006

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

**Amendment No. 2
to
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

JACK IN THE BOX INC.

(Name of Subject Company (Issuer))

JACK IN THE BOX INC. (Offeror and Issuer)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, \$.01 par value

(Title of Class of Securities)

466367109

(CUSIP Number of Class of Securities)

LAWRENCE E. SCHAUF, Esq.

Executive Vice President and Secretary

9330 Balboa Avenue

San Diego, California 92123-1516

(Name and address of agent for service)

(858) 571-2121

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

Copy to:

JAMES J. MOLONEY, Esq.

Gibson, Dunn & Crutcher LLP

4 Park Plaza, Suite 1400

Irvine, California 92614

(949) 451-3800

Calculation of Filing Fee

Transaction Valuation*

\$335,500,000

Amount of Filing Fee**

\$35,898.50

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the purchase of 5,500,000 shares of common stock, \$.01 par value, at the maximum tender offer price of \$61.00 per share.

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- ** \$107.00 per million dollars of transaction value, in accordance with Rule 0-11(b) and Fee Rate Advisory No. 5 for fiscal year 2006.
- 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: \$35,898.50 | Filing Party: Jack in the Box Inc. |
| Form or Registration No.: Schedule TO-I | Date Filed: November 21, 2006 |
- 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 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.

SCHEDULE TO

This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the SEC) on November 21, 2006 as amended and supplemented by Amendment No. 1 filed with the SEC on November 28, 2006 (the Schedule TO), and relates to the offer by Jack in the Box Inc., a Delaware corporation (Jack in the Box or the Company), to purchase up to 5,500,000 shares, or such lesser number as are properly tendered and not properly withdrawn, of its common stock, \$.01 par value per share (the Common Stock), at a price not greater than \$61.00 nor less than \$55.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest. The Company's offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 21, 2006 (the Offer to Purchase) and in the related Letter of Transmittal, copies of which were previously filed as Exhibits (a)(1)(i) and (a)(1)(ii), to the Schedule TO (which together, as amended or supplemented from time to time, constitute the Offer).

The information contained in the Offer is expressly incorporated herein by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein. This Amendment No. 2 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

Items 1 through 11

Items 1 through 11 of the Schedule TO are hereby amended and supplemented as follows:

- (1) On December 20, 2006, the Company issued a press release announcing the preliminary results of the Offer, which expired at Midnight, New York City time, on Tuesday, December 19, 2006. A copy of that press release is attached to this Schedule TO as Exhibit (a)(5)(iii) and is incorporated herein by this reference.
- (2) On December 21, 2006, the Company issued a press release announcing the final results of the Offer, which expired at Midnight, New York City time, on Tuesday, December 19, 2006. A copy of that press release is attached to this Schedule TO as Exhibit (a)(5)(iv) and is incorporated herein by this reference.
- (3) The paragraph beginning with the heading *Incorporation by Reference*, including the table referenced therein, under Section 10, Certain Information Concerning Us, on page 26 of the Offer to Purchase is amended and restated in its entirety as follows:

Incorporation by Reference. The rules of the SEC allow us to incorporate by reference information into this document, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. We incorporate by reference each of the following documents:

SEC FILINGS

PERIOD OR DATE FILED

Annual Report on Form 10-K	Year ended October 1, 2006
Quarterly Reports on Form 10-Q	Quarters ended January 22, 2006, April 16, 2006 and July 9, 2006
Current Reports on Form 8-K	October 27, 2005, November 14, 2005, November 15, 2005, November 16, 2005, February 21, 2006, May 17, 2006, July 17, 2006, September 19, 2006, November 13, 2006, November 14, 2006, December 19, 2006 and December 21, 2006

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(iii) Press Release, dated December 20, 2006.

(a)(5)(iv) Press Release, dated December 21, 2006 (incorporated by reference from Exhibit 99.1 of Form 8-K filed with the SEC on December 21, 2006).

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.

JACK IN THE BOX INC.

/s/ JERRY P. REBEL

Jerry P. Rebel

Executive Vice President and Chief Financial Officer

Date: December 21, 2006

Index to Exhibits

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(i)	Offer to Purchase, dated November 21, 2006.*
(a)(1)(ii)	Letter of Transmittal (including Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(1)(iii)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(1)(iv)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(5)(i)	Press Release, dated November 21, 2006.*
(a)(5)(ii)	Form of Summary Advertisement, dated November 21, 2006.*
(a)(5)(iii)	Press Release, dated December 20, 2006.
(a)(5)(iv)	Press Release, dated December 21, 2006 (incorporated by reference from Exhibit 99.1 of Form 8-K filed with the SEC on December 21, 2006).
(b)(1)	Credit Facilities Commitment Letter dated November 17, 2006 between Jack in the Box Inc., Wachovia Bank, National Association, Wachovia Capital Markets, LLC and Morgan Stanley Senior Funding, Inc.*

* Previously filed with this Schedule TO on November 21, 2006.