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EGAIN COMMUNICATIONS CORP
Form SC TO-I/A
June 22, 2001

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

(Amendment No. 2)

eGAIN COMMUNICATIONS CORPORATION
(Name of Subject Company (Issuer))

eGAIN COMMUNICATIONS CORPORATION
(Name of Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$.001 Per Share
(Title of Class of Securities)

28225C103
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

ASHUTOSH ROY
Chief Executive Officer
eGain Communications Corporation
455 W. Maude Avenue
Sunnyvale, CA 94086
(408) 212-3400
(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing person)

Copy To:

STANLEY F. PIERSON, ESQ.
Pillsbury Winthrop LLP
2550 Hanover Street
Palo Alto, CA 94304
(650) 233-4500

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee
\$6,994,967	\$1,399

* Calculated solely for purposes of determining the filing fee. This amount

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assumes that options to purchase shares of common stock of eGain Communications Corporation having a weighted average exercise price of \$11.94 as of May 23, 2001 will be exchanged pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

Check 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: \$1,399
Form or Registration No.: Schedule TO
Filing Party: eGain Communications Corporation
Date Filed: May 24, 2001

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:

Introductory Statement

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO ("Schedule TO") filed with the Securities and Exchange Commission on May 24, 2001, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on June 15, 2001, relating to our offer to exchange certain options to purchase shares of our common stock, par value \$0.001 per share, having an exercise price of more than \$4.00 for new options to purchase shares of our common stock upon the terms and subject to the conditions described in the Offer to Exchange dated May 24, 2001, and the related cover letter and Summary of Terms. This Amendment No. 2 extends the offer period by six weeks such that the offer shall expire at 12:00 midnight Pacific Time on Monday, August 6, 2001 and provides that the Replacement Grant Date is expected to occur within five business days of February 8, 2002.

Item 12. Exhibits.

A. The Offer to Exchange, dated May 24, 2001, attached to the Schedule TO as Exhibit (a)(1) thereto, as subsequently amended (the "Offer to Exchange") is further amended to extend the offer period such that the offer shall expire at 12:00 midnight Pacific Time on Monday, August 6, 2001.

B. The Offer to Exchange is amended to provide that the Replacement Grant

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Date is expected to occur within five business days of February 8, 2002.

C. The Notice of Change in Election Form From Accept to Reject, attached to Schedule TO as Exhibit (a)(3), is amended to extend the offer period such that the offer shall expire at 12:00 midnight Pacific Time on Monday, August 6, 2001.

D. The Notice of Change in Election Form From Reject to Accept, attached to Schedule TO as Exhibit (a)(4), is amended to extend the offer period such that the offer shall expire at 12:00 midnight Pacific Time on Monday, August 6, 2001.

E. Item 12 of the Schedule TO is amended and restated to add a reference to Exhibit (a)(9) and Exhibit (a)(10), which is attached hereto, as follows:

- (a)(1) * Offer to Exchange, dated May 24, 2001, as amended June 15, 2001.
 - (a)(2) Form of Election Form.
 - (a)(3) * Form of Change in Election Form from Accept to Reject.
 - (a)(4) * Form of Change in Election Form from Reject to Accept.
 - (a)(5) * Email communication to eGain employees dated May 23, 2001.
 - (a)(6) eGain Communications Corporation Annual Report on Form 10-K for its fiscal year ended June 30, 2000, filed with the Securities and Exchange Commission on August 25, 2000 and incorporated herein by reference.
 - (a)(7) eGain Communications Corporation Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2001 and filed with the Securities and Exchange Commission on May 15, 2001 and incorporated herein by reference.
 - (a)(8) * Slides that were shown to employees at meetings on June 12, 2001 and June 14, 2001 and are to be posted on the Company's intranet.
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- (a)(9) email communication to eGain employees dated June 21, 2001 regarding Employee Stock Option Exchange Program
 - (a)(10) email communication to eGain employees dated June 21, 2001 regarding Extension to Employee Stock Option Exchange Program (ESOEP)
 - (d)(1) eGain Communications Corporation Amended and Restated 1998 Stock Option Plan, filed as Exhibit 10.3 to the Company's Registration Statement on Form S-1 (File No. 333-83439) initially filed with the Securities and Exchange Commission on July 22, 1999 and subsequently amended, and incorporated herein by reference.
 - (d)(2) Form of Option Agreement Pursuant to the eGain Communications Corporation Amended and Restated 1998 Stock Option Plan, filed as Exhibit 10.3 to the Company's

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Registration Statement on Form S-1 (File No. 333-83439) initially filed with the Securities and Exchange Commission on July 22, 1999 and subsequently amended, and incorporated herein by reference.

- (d) (3) eGain Communications Corporation 2000 Non-Management Stock Option Plan filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on September 28, 2000 and incorporated herein by reference.
- (d) (4) Form of Option Agreement pursuant to the eGain Communications Corporation 2000 Non-Management Stock Option Plan filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on September 28, 2000 and incorporated herein by reference.

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SIGNATURE

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

EGAIN COMMUNICATIONS CORPORATION

/s/ Harpreet Grewal

Harpreet Grewal
Chief Financial Officer

Date: June 22, 2001

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INDEX TO EXHIBITS

Exhibit Number -----	Description -----
(a) (2)	Form of Election Form
(a) (9)	email communication to eGain employees dated June 21, 2001 regarding Employee Stock Option Exchange Program
(a) (10)	email communication to eGain employees dated June 21, 2001 regarding Extension to Employee Stock Option Exchange Program (ESOEP)