

MEDIA SCIENCES INTERNATIONAL INC
Form SC TO-I/A
December 17, 2003

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. 5)

MEDIA SCIENCES INTERNATIONAL, INC.
(Name of Subject Company (Issuer))

MEDIA SCIENCES INTERNATIONAL, INC.
(Names of Filing Persons (identifying status as offeror, issuer or other person))

PREFERRED STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

58446X107
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

MICHAEL W. LEVIN, PRESIDENT
MEDIA SCIENCES INTERNATIONAL, INC.
40 BOROLINE ROAD
ALLENDALE, NEW JERSEY 07401
201-236-1100
(Name, address, and telephone number of person
authorized to receive notices and communications on
behalf of filing persons)

Copies to:
Dan Brecher, Esq.
Law Offices of Dan Brecher
99 Park Avenue, 16th Floor
New York, New York 10016
212-286-0747

CALCULATION OF FILING FEE

TRANSACTION VALUATION:	AMOUNT OF FILING FEE:
\$6,159,375 (a)	\$498.30 (b)

- (a) Estimated for the purposes of calculating the amount of the filing fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, based upon (a) 547,500 shares of Series A Preferred Stock outstanding as of October 24, 2003, (b) the exchange ratio of 10 shares of Common Stock, par value \$.001 each, for each share of Preferred Stock pursuant to the Exchange Offer, and (c) the market value per share of Common Stock of \$1.125, as established by the average of the high and low prices reported as of October 28, 2003, on the American Stock Exchange.
- (b) Previously paid.

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

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previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.