

ECC INTERNATIONAL CORP
Form SC TO-T/A
September 25, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

(Amendment No. 2)

ECC International Corp.

(Name of Subject Company (Issuer))

CDA ACQUISITION CORPORATION (Offeror)

CUBIC CORPORATION (Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK

PAR VALUE \$0.10 PER SHARE

(Title of Class of Securities)

268255106

(CUSIP Number of Class of Securities)

William L. Hoese, Esq.
Assistant General Counsel
Cubic Corporation
9333 Balboa Avenue
San Diego, CA 92123
(858) 277-6780

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

with copies to:

Barbara L. Borden, Esq.
Cooley Godward LLP
4401 Eastgate Mall
San Diego, Ca 92121-9109
(858) 550-6000

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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:

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By:

/s/ WILLIAM W. BOYLE

Name: William W. Boyle
Title: Vice President and Chief Financial Officer

Dated: September 25, 2003

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SIGNATURES