

WILLIAMS SONOMA INC  
Form SC TO-C  
April 24, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

**(Rule 13e-4)**

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

## **Williams-Sonoma, Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to Purchase Common Stock, \$0.01 par value**

(Title of Class of Securities)

**969904101**

(CUSIP Number of Class of Securities Underlying Common Stock)

**Seth R. Jaffe, Esq.**

**David R. King, Esq.**

**Williams-Sonoma, Inc.**

**3250 Van Ness Avenue**

**San Francisco, CA 94109**

**(415) 421-7900**

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

*Copies to:*

**Aaron J. Alter, Esq.**

**Richard A. Kline, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, CA 94304-1050**

**(650) 493-9300**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

Not applicable\*

**Amount of Filing Fee**

Not applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\* 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.

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|                           |                 |
|---------------------------|-----------------|
| Amount Previously Paid:   | Not applicable. |
| Form or Registration No.: | Not applicable. |
| Filing party:             | Not applicable. |
| Date filed:               | Not applicable. |

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:

Attached as Exhibit 99.1 is Williams-Sonoma, Inc.'s (the "Company") Notice of 2008 Annual Meeting of Shareholders and Proxy Statement for the 2008 Annual Meeting of Shareholders to be held on June 11, 2008, and the related materials filed with the Securities and Exchange Commission in conjunction with the Notice of 2008 Annual Meeting of Shareholders and Proxy Statement (the "proxy materials"). The proxy materials contain a proposal submitted for the approval of the Company's shareholders whereby the Company will undertake an exchange offer pursuant to which certain holders of outstanding stock options and/or stock-settled stock appreciation rights ("SSARs") (the options and/or SSARs eligible for the exchange program are referred to herein as "eligible awards") with an exercise price above the per-share 52-week high of the Company's common stock (measured as of the start date of the exchange program) will be permitted to exchange their eligible awards for a lesser number of restricted stock units to be granted under the Company's 2001 Long-Term Incentive Plan (the "exchange program").

The proxy materials do not constitute an offer to holders of options to purchase the Company's common stock and/or SSARs for the Company's common stock to exchange such equity awards. In the event the Company's shareholders approve the exchange program, the exchange program may commence within 12 months following such shareholder approval.

On April 24, 2008, W. Howard Lester, the Company's Chairman and Chief Executive Officer, sent an e-mail to employees of the Company who hold eligible awards, describing the Company's intention to commence the exchange program if shareholder approval is obtained. The text of the e-mail is attached as Exhibit 99.2 and is incorporated herein by reference.

**At the time the exchange program begins, the Company will provide option holders who are eligible to participate in the exchange program with written materials explaining the precise terms and timing of the exchange program. Persons who are eligible to participate in the exchange program should read these written materials carefully when they become available because they will contain important information about the exchange program. The Company will also file these written materials with the Securities and Exchange Commission as part of a tender offer statement upon the commencement of the exchange program. The Company's shareholders and option holders will be able to obtain these written materials and other documents filed by the Company with the Securities and Exchange Commission free of charge from the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov). Eligible holders of the Company's options and SSARs may obtain a written copy of the tender offer documents, when available, by contacting Laurel Pies, Director of Compensation and Retirement Plans, at Williams-Sonoma, Inc., 3250 Van Ness Avenue, San Francisco, CA 94109.**

ITEM 12. EXHIBITS.

EXHIBIT

| NUMBER | DESCRIPTION   |
|--------|---|
| 99.1   | Notice of 2008 Annual Meeting of Shareholders and Proxy Statement for the 2008 Annual Meeting of Shareholders |
| 99.2   | E-mail communication to Employees from W. Howard Lester, Chairman and Chief Executive Officer                 |