

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE TO  
(RULE 14d-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 4)**

**DATAWATCH CORPORATION**  
(Name of Subject Company (Issuer))

**DALLAS MERGER SUB, INC.**  
(Offeror)

**ALTAIR ENGINEERING INC.**  
(Parent of Offeror)  
(Names of Filing Persons)

**COMMON STOCK, PAR VALUE \$0.01**  
(Title of Class of Securities)

**237917208**  
(CUSIP Number of Class of Securities)

**James R. Scapa  
Chief Executive Officer  
Altair Engineering Inc.  
1820 East Big Beaver Road, Troy, Michigan 48083  
(248) 614-2400**

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

*with copies to:*

**Peter Ehrenberg, Esq.  
Valeska Pederson Hintz, Esq.  
Lowenstein Sandler LLP  
1251 Avenue of the Americas, New York, NY 10020  
(212) 262-6700**

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$179,048,791	\$21,700.72

\* Estimated solely for purposes of calculating the filing fee. The transaction value was calculated as the sum of (i) 12,736,747, the number of outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Datawatch Corporation ("Datawatch"), multiplied by \$13.10 per Share, (ii) 75,000, the number of Shares issuable pursuant to outstanding stock options with an exercise price less than \$13.10 per Share, multiplied by \$0.18 (which is \$13.10 minus the weighted average exercise price for such options of \$12.92), (iii) 908,039, the number of Shares reserved for issuance upon settlement of outstanding Datawatch restricted stock units, multiplied by \$13.10 per Share, and (iv) 22,030 shares, the number of Shares issuable upon net exercise of outstanding Datawatch warrants, multiplied by \$13.10 per Share. The calculation of the filing fee is based on information provided by Datawatch as of November 6, 2018.

\*\* The filing fee was calculated in accordance with Rule 0—11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2019, issued August 24, 2018, by multiplying the transaction value by 0.0001212.

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: \$21,700.72

Filing Party: Altair Engineering Inc.

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 4 (“Amendment No. 4”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “SEC”) on November 14, 2018 (together with any subsequent amendments and supplements thereto, the “Schedule TO”) by Dallas Merger Sub, Inc., a Delaware corporation (“Purchaser”) and a wholly owned subsidiary of Altair Engineering Inc., a Delaware corporation (“Altair”). The Schedule TO relates to the offer by Purchaser to purchase all of the shares of common stock, par value \$0.01 per share (the “Shares”), of Datawatch Corporation, a Delaware corporation (“Datawatch”), that are issued and outstanding at a price of \$13.10 per Share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 14, 2018 (as it may be amended or supplemented from time to time, the “Offer to Purchase”), a copy of which is attached to the Schedule TO as Exhibit (a)(1)(i), and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “Letter of Transmittal”) and, together with the Offer to Purchase, the “Offer”), a copy of which is attached to the Schedule TO as Exhibit (a)(1)(ii). This Schedule TO is being filed on behalf of Altair and Purchaser. Unless otherwise indicated, references to sections in this Schedule TO are references to sections of the Offer to Purchase.

The information set forth in the Offer to Purchase and the accompanying Letter of Transmittal, including all schedules thereto, is hereby incorporated by reference in answers to Items 1 through 9 and Item 11 of the Schedule TO, and is supplemented by the information specifically provided herein.

#### **Items 1 through 9; Item 11.**

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented as follows:

At 12:00 midnight, Boston time, on December 12, 2018 (one minute after 11:59 P.M., Boston time, on December 12, 2018), the Offer expired as scheduled and was not extended. Purchaser was advised by the depository of the Offer that, as of the expiration of the Offer, a total of 8,954,113 Shares (excluding Shares with respect to which notices of guaranteed delivery were delivered) were validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 70% of the outstanding Shares as of the expiration of the Offer. In addition, the depository advised that notices of guaranteed delivery have been delivered with respect to 2,162,329 additional Shares, representing approximately 17% of the outstanding Shares as of the expiration of the Offer.

The number of Shares tendered pursuant to the Offer satisfied the minimum tender condition to the Offer. All conditions to the Offer having been satisfied, Purchaser irrevocably accepted for payment, and expects to promptly pay for, all Shares validly tendered and not validly withdrawn pursuant to the Offer.

Following the consummation of the Offer, Altair and Purchaser intend to complete the acquisition of Datawatch through the merger of Purchaser with and into Datawatch, with Datawatch surviving as a wholly owned subsidiary of Altair (the “Merger”). The Merger will be governed by Section 251(h) of the Delaware General Corporation Law, with no stockholder vote required to consummate the Merger. At the effective time of the Merger (the “Effective Time”), any Shares not purchased pursuant to the Offer (other than Shares (i) owned by Datawatch’s stockholders who properly demanded appraisal in connection with the Merger as described in Section 17 — “Certain Legal Matters; Regulatory Approvals—Appraisal Rights” of the Offer to Purchase, (ii) then owned by Datawatch or owned both at the commencement of the Offer and at the Effective Time by any wholly owned subsidiary of Datawatch and (iii) irrevocably accepted for purchase in the Offer or owned both at the commencement of the Offer and at the Effective Time by Purchaser, Altair or any other wholly owned subsidiary of Altair) will be cancelled and converted into the right to receive the Offer Price, without interest and less any applicable withholding taxes.

Following the Merger, the Shares will be delisted and will cease to trade on NASDAQ.

On December 13, 2018, Altair issued a press release announcing the expiration and results of the Offer. A copy of the press release is attached as Exhibit (a)(5)(i) to the Schedule TO and is incorporated herein by reference.

#### **Item 12. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(i)	Offer to Purchase, dated November 14, 2018.*
(a)(1)(ii)	Form of Letter of Transmittal (including Form W-9).*
(a)(1)(iii)	Form of Notice of Guaranteed Delivery.*
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*

- (a)(1)(v) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(vi) Summary Advertisement, published November 14, 2018 in the *New York Times*.\*
- (a)(1)(vii) Joint Press Release by Altair and Datawatch, dated November 5, 2018 (incorporated by reference to Exhibit 99.1 to Current Report on Form 8-K filed by Altair on November 5, 2018).\*
- (a)(1)(viii) Transcript of analyst conference call hosted by Altair held on November 5, 2018 (incorporated by reference to Exhibit 99.1 to Tender Offer Statement on Schedule TO filed by Altair on November 5, 2018).\*
- (a)(1)(ix) Email sent by James Scapa, CEO of Altair, to Altair employees on November 5, 2018 (incorporated by reference to Exhibit 99.2 to Tender Offer Statement on Schedule TO filed by Altair on November 5, 2018).\*
- (a)(1)(x) Press Release issued by Altair, dated November 8, 2018 (incorporated by reference to Exhibit 99.1 to Current Report on Form 8-K filed by Altair on November 8, 2018).\*
- (a)(1)(xi) Transcript of analyst conference call hosted by Altair held on November 8, 2018 (incorporated by reference to Exhibit 99.1 to Tender Offer Statement on Schedule TO filed by Altair on November 9, 2018).\*
- (a)(5)(i) Press Release issued by Altair, dated December 13, 2018, announcing the expiration and results of the Offer.
- (b)(1) 2017 Third Amended and Restated Credit Agreement, dated October 18, 2017, by and among Altair, the foreign subsidiary borrowers, the lenders named therein and JP Morgan Chase Bank, N.A. as administrative agent (incorporated by reference to Exhibit 10.16 to Registration Statement on Form S-1 filed by Altair on October 19, 2017).\*
- (b)(2) Amendment (to Third Amended and Restated Credit Agreement), dated as of October 31, 2018, by and among Altair, the lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed by Altair on November 5, 2018).\*
- (d)(1) Agreement and Plan of Merger, dated as of November 5, 2018, by and among Altair, Purchaser and Datawatch (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed by Altair on November 5, 2018).\*
- (d)(2) Form of Tender and Support Agreement, dated as of November 5, 2018, by and among Datawatch, Purchaser, Michael Morrison, James Eliason, Ken Tacelli, Christopher T. Cox, Donald Friedman, Thomas H. Kelly, Colin Mahony, David C. Mahoney, Joan McArdle, Richard de J. Osborne, Randy Seidl and certain other stockholders (incorporated by reference to Exhibit 2.2 to Current Report on Form 8-K filed by Altair on November 5, 2018).\*
- (d)(3) Mutual Non-Disclosure Agreement, dated May 14, 2018, between Altair and Datawatch.\*
- (d)(4) Exclusivity Agreement, dated September 24, 2018, between Altair and Datawatch.\*

\* Previously filed.

**SIGNATURE**

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

Dated: December 13, 2018

**ALTAIR ENGINEERING INC.**

By: /s/ Howard N. Morof  
Name: Howard N. Morof  
Title: Chief Financial Officer

**DALLAS MERGER SUB, INC.**

By: /s/ Howard N. Morof  
Name: Howard N. Morof  
Title: Treasurer



### **Altair Engineering Announces Completion of Tender Offer for all Outstanding Shares of Datawatch Corporation**

TROY, Michigan– December 13, 2018 – Altair Engineering Inc. (Nasdaq: ALTR) (“Altair”) today announced the expiration of the tender offer (the “Offer”) by its wholly owned subsidiary, Dallas Merger Sub, Inc. (“Dallas Merger Sub”) for all of the issued and outstanding shares of common stock of Datawatch Corporation (Nasdaq-CM: DWCH) for a price of \$13.10 per share in cash, without interest and less any applicable withholding taxes. The Offer expired at 12:00 midnight, Boston time, on December 12, 2018 (one minute after 11:59 p.m. on December 12, 2018). Altair expects to complete today the acquisition of Datawatch through a merger without a vote of Datawatch stockholders pursuant to Section 251(h) of the General Corporation Law of the State of Delaware.

The depository for the Offer has advised Altair that, as of the expiration of the Offer, a total of 8,954,113 shares had been validly tendered into and not validly withdrawn from the Offer, which tendered shares represent approximately 70% of Datawatch’s outstanding shares of common stock and a sufficient number of shares such that the minimum tender condition to the Offer was satisfied. Additionally, the depository has advised that an additional 2,162,329 shares had been tendered by notice of guaranteed delivery, representing approximately 17% of the Datawatch shares of common stock outstanding. Accordingly, all shares that were validly tendered and not validly withdrawn were accepted for payment, and Dallas Merger Sub will promptly pay for all such tendered shares in accordance with the terms of the Offer.

As a result of the merger, Datawatch will become a wholly owned subsidiary of Altair. In the merger, each share of Datawatch (other than shares (i) owned by Datawatch’s stockholders who have perfected their statutory rights of appraisal under Delaware law, (ii) then owned by Datawatch or owned both at the commencement of the Offer and at the effective time of the merger by any wholly owned subsidiary of Datawatch and (iii) irrevocably accepted for purchase in the Offer or owned both at the commencement of the Offer and at the effective time of the merger by Altair, Dallas Merger Sub or any other wholly owned subsidiary of Altair) will be cancelled and converted into the right to receive the same \$13.10 per share in cash, without interest and less any applicable withholding taxes, that was paid in the Offer. Following completion of the merger, Datawatch’s common stock will no longer be listed for trading on the Nasdaq Capital Market, which is expected to take effect later today.

#### **About Altair (Nasdaq: ALTR)**

Altair transforms design and decision making by applying simulation, machine learning and optimization throughout product lifecycles. Altair’s broad portfolio of simulation technology and patented units-based software licensing model enable Simulation-Driven Innovation™ for Altair’s customers. With more than 2,000 employees, Altair is headquartered in Troy, Michigan, USA and operates 71 offices throughout 24 countries. Altair serves more than 5,000 customers across broad industry segments.

## Cautionary Language Concerning Forward-Looking Statements

This communication may contain, in addition to historical information, certain “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements relating to Altair’s expectations regarding the completion and timing of the closing of the pending acquisition. These forward-looking statements are made as of the date of this release and are based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as “expect,” “anticipate,” “should,” “believe,” “hope,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “might,” “could,” “intend,” variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Such forward-looking statements are not guarantees or predictions of future performance, and are subject to known and unknown risks, uncertainties and other factors, many of which are beyond our control, that could cause actual results, performance or achievements of Altair following completion of the Offer and the merger described herein (collectively, the “Transactions”) to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include the risks detailed in the section entitled “Risk Factors” in Altair’s Annual Report on Form 10-K for the year ended December 31, 2017, as updated by Altair’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018. Past performance is not necessarily indicative of future results. The forward-looking statements included in this press release represent Altair’s views as of the date of this press release. Altair undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, changes in expectations or otherwise. These forward-looking statements should not be relied upon as representing Altair’s views as of any date subsequent to the date of this press release.

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