
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO

(Amendment No. 9)

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

EXELA TECHNOLOGIES, INC.

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

Common Stock

(Title of Class of Securities)

30162V409

(CUSIP Numbers of Class of Securities)

Shrikant Sortur
Chief Financial Officer
Exela Technologies, Inc.
2701 E. Grauwlyer Rd.
Irving, TX 75061
(844) 935-2832

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

With copies to:

Maurice M. Lefkort; Sean M. Ewen
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 728-8239; (212) 728-8867
Facsimile: (212) 728-9239; (212) 728-9867

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 13e4.
- 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 provisions(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. 9 amends and supplements the Issuer Tender Offer Statement on Schedule TO (the “Original Schedule TO”), originally filed with the Securities and Exchange Commission (the “SEC”) on January 26, 2022, by Exela Technologies, Inc., a Delaware corporation (“Exela” or the “Company”) as amended by that certain Amendment No. 1 to Schedule TO filed with the SEC on February 1, 2022 (“Amendment No. 1”), that certain Amendment No. 2 to Schedule TO filed with the SEC on February 7, 2022 (“Amendment No. 2”), that certain Amendment No. 3 to Schedule TO filed with the SEC on February 24, 2022 (“Amendment No. 3”), that certain Amendment No. 4 to Schedule TO filed with the SEC on February 28, 2022 (“Amendment No. 4”), that certain Amendment No. 5 to Schedule TO filed with the SEC on March 2, 2022 (“Amendment No. 5”), that certain Amendment No. 6 to Schedule TO filed with the SEC on March 3, 2022 (“Amendment No. 6”) that certain Amendment No. 7 to Schedule TO filed with the SEC on March 4, 2022 (“Amendment No. 7”) and that certain Amendment No. 8 to Schedule TO filed with the SEC on March 7, 2022 (“Amendment No. 8”, together with the Original Schedule TO, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and Amendment No. 6, Amendment No. 7, the “Schedule TO”). This Amendment No. 9 serves to file, as an exhibit, a press release that the Company issued on March 8, 2022. You should read this Amendment No. 9 together with the Schedule TO, the Offer to Exchange and the Offer Documents.

Items 1 through 11.

Items 1 – 11 are hereby amended and updated by the Amended and Restated Offer to Exchange, dated February 24, 2022, which is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1)(A) [Offer to Exchange, dated January 26, 2022](#)⁽¹⁾.
- (a)(1)(B) [Letter of Transmittal](#)⁽¹⁾.
- (a)(1)(C) [Notice of Guaranteed Delivery](#)⁽¹⁾.
- (a)(1)(D) [Letter to Broker](#)⁽¹⁾.
- (a)(1)(E) [Letter to Clients](#)⁽¹⁾.
- (a)(1)(F) [Form of Summary Advertisement, dated January 26, 2022](#)⁽¹⁾.
- (a)(1)(G) [Supplement No. 1 to the Offer to Exchange, dated February 7, 2022](#)⁽³⁾.
- (a)(1)(H) [Amended and Restated Letter of Transmittal](#)⁽³⁾.
- (a)(1)(I) [Amended and Restated Offer to Exchange, dated February 24, 2022](#)⁽⁴⁾.
- (a)(1)(J) [Second Amended and Restated Letter of Transmittal](#)⁽⁴⁾.
- (a)(1)(K) [Third Amended and Restated Letter of Transmittal](#)⁽⁵⁾.
- (a)(1)(L) [Notice of Guaranteed Delivery](#)⁽⁶⁾.
- (a)(1)(M) [Certificate of Designations, Preferences, Rights and Limitations of Series B Cumulative Convertible Perpetual Preferred Stock](#)⁽⁷⁾.
- (a)(5)(A) [Press Release issued by the Company, dated January 26, 2022](#)⁽¹⁾.
- (a)(6)(A) [Exela Webpage](#)⁽¹⁾.
- (a)(7)(A) [Form of E-mail Communication to be sent by the Company commencing January 31, 2022](#)⁽²⁾.
- (a)(8)(A) [Press Release issued by the Company, dated February 7, 2022](#)⁽³⁾.
- (a)(9)(A) [Updated Exela Webpage, dated February 7, 2022](#)⁽³⁾.
- (a)(10)(A) [Press Release issued by the Company, dated February 24, 2022](#)⁽⁴⁾.
- (a)(11)(A) [Updated Exela Webpage, dated February 24, 2022](#)⁽⁴⁾.
- (a)(12)(A) [Amendment No. 1 to Updated Exela Webpage, dated February 24, 2022](#)⁽⁶⁾.
- (a)(13)(A) [Form of E-mail Communication to be sent by the Company commencing March 4, 2022](#)⁽⁸⁾.
- (a)(14)(A)* [Press Release issued by the Company, dated March 8, 2022](#)
- [107](#) [Filing Fee Table](#)⁽⁴⁾.

* Filed herewith.

- (1) Incorporated by reference from the Original Schedule TO, filed by the Company with the Securities and Exchange Commission on January 26, 2022.
- (2) Incorporated by reference from Amendment No. 1 to Schedule TO, filed by the Company with the Securities and Exchange Commission on February 1, 2022.

- (3) Incorporated by reference from Amendment No. 2 to Schedule TO, filed by the Company with the Securities and Exchange Commission on February 7, 2022.
- (4) Incorporated by reference from Amendment No. 3 to Schedule TO, filed by the Company with the Securities and Exchange Commission on February 24, 2022.
- (5) Incorporated by reference from Amendment No. 4 to Schedule TO, filed by the Company with the Securities and Exchange Commission on February 28, 2022.
- (6) Incorporated by reference from Amendment No. 5 to Schedule TO, filed by the Company with the Securities and Exchange Commission on March 2, 2022.
- (7) Incorporated by reference from Amendment No. 6 to Schedule TO, filed by the Company with the Securities and Exchange Commission on March 3, 2022.
- (8) Incorporated by reference from Amendment No. 7 to Schedule TO, filed by the Company with the Securities and Exchange Commission on March 4, 2022.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURES

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.

Exela Technologies, Inc.

By: /s/ Erik Mengwall

Name: Erik Mengwall

Title: Secretary

Date: March 8, 2022

EXHIBIT INDEX

(a)(14)(A)* [Press Release issued by the Company, dated March 8, 2022](#)

* Filed herewith.



Exela Technologies Announces Management and Directors Tendering Exela Common Stock into Preferred Stock

March 8, 2022

IRVING, Texas, March 08, 2022 (GLOBE NEWSWIRE) -- Exela Technologies, Inc. ("Exela" or the "Company") (NASDAQ:XELA), announced today that directors, executive officers and affiliates have informed that Company that they intend to tender in the aggregate over 5 million shares of common stock in the pending exchange offer. That total includes 1,528,160 shares of common stock that the Company's Executive Chairman, Par Chadha, intends to tender.

The Corporate Actions department at your broker can initiate the tender process. If you are having difficulty instructing your broker, you may contact D.F. King & Co., Inc., the information agent for the Offer, for assistance by calling toll-free: (888) 644-6071 or visit <https://to.exelatech.com/> for this purpose.

The Exchange Offer will expire at 11:59 p.m., New York City time, on March 10, 2022 (unless extended). Shareholders who wish to participate in the exchange offer should instruct their broker to tender their shares well before the expiration time, to give their broker sufficient time to tender their shares.

This press release is for informational purposes only and shall not constitute an offer to sell or exchange nor the solicitation of an offer to buy the Preferred Stock or any other securities. The Offer is not being made to any person in any jurisdiction in which the offer, solicitation or sale is unlawful. Any offers of the Preferred Stock will be made only by means of the Offer to Exchange.

The complete terms and conditions of the Offer are set forth in the Amended and Restated Offer to Exchange dated February 24, 2022, and the related third amended and restated letter of transmittal that has been filed with the Securities and Exchange Commission on Schedule TO, and the subsequent amendments of the Schedule TO. Shareholders of Exela are strongly encouraged to read the Schedule TO and related exhibits because they contain important information about the Offer. The Schedule TO and related exhibits are available without charge at the Securities and Exchange Commission's website at <http://www.sec.gov>.

About Exela Technologies

Exela Technologies is a business process automation (BPA) leader, leveraging a global footprint and proprietary technology to provide digital transformation solutions enhancing quality, productivity, and end-user experience. With decades of experience operating mission-critical processes, Exela serves a growing roster of more than 4,000 customers throughout 50 countries, including over 60% of the Fortune® 100. Utilizing foundational technologies spanning information management, workflow automation, and integrated communications, Exela's software and services include multi-industry, departmental solution suites addressing finance and accounting, human capital management, and legal management, as well as industry-specific solutions for banking, healthcare, insurance, and the public sector. Through cloud-enabled platforms, built on a configurable stack of automation modules, and over 17,500 employees operating in 23 countries, Exela rapidly deploys integrated technology and operations as an end-to-end digital journey partner.

Forward-Looking Statements

Certain statements included in this press release are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "may", "should", "would", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential", "seem", "seek", "continue", "future", "will", "expect", "outlook" or other similar words, phrases or expressions. These forward-looking statements include statements regarding our industry, future events, estimated or anticipated future results and benefits, future opportunities for Exela, and other statements that are not historical facts. These statements are based on the current expectations of Exela management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties, including without limitation those discussed under the heading "Risk Factors" in the Offer to Exchange and Exela's Annual Report and other securities filings. In addition, forward-looking statements provide Exela's expectations, plans or forecasts of future events and views as of the date of this communication. Exela anticipates that subsequent events and developments will cause Exela's assessments to change. These forward-looking statements should not be relied upon as representing Exela's assessments as of any date subsequent to the date of this press release.

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Source: Exela Technologies, Inc.
