
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**Amendment No. 1
to**

**SCHEDULE TO
(Rule 13e-4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

BLACKBAUD, INC.

(Name of Subject Company (Issuer))

BLACKBAUD, INC.

(Name of Filing Person (Offeror))

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

09227Q 10 0

(CUSIP Number of Class of Securities)

**Robert J. Sywolski
Chief Executive Officer and President
2000 Daniel Island Drive
Charleston, South Carolina 29492
(843) 216-6200**

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

Copies to:
Donald R. Reynolds, Esq.
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607
(919) 781-4000

Calculation Of Filing Fee

| | |
|-------------------------------|-----------------------------|
| Transaction Valuation* | Amount of Filing Fee |
| \$42,999,996.50 | \$5,061.10 |

*Calculated solely for purposes of determining the filing fee. This amount assumes the purchase of a total of 2,965,517 shares of outstanding common stock, par value \$0.001 per share, at a price per share of \$14.50. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$117.70 per \$1 million of the transaction.

- Check 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: | \$4,472.60 |
| Form or Registration No.: | Schedule TO |
| Filing party: | Blackbaud, Inc. |
| Date filed: | June 3, 2005 |

- 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.

SCHEDULE TO

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (as amended, the "Schedule TO") filed by Blackbaud, Inc., a Delaware corporation ("Blackbaud" or the "Company"), on June 3, 2005 pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in connection with its offer to purchase for cash up to 2,620,690 shares of its common stock, par value \$0.001 per share, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 3, 2005 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which, together with any supplements or amendments thereto, collectively constitute the "Offer").

The information in the Offer, including all schedules and exhibits thereto, which were previously filed with the Schedule TO, is hereby expressly incorporated herein by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended by adding the following:

(c) On July 5, 2005, the Company issued a press release announcing the preliminary results of the tender offer, which expired at 5:00 p.m. New York City time, on Friday, July 1, 2005. A copy of the press release is filed as Exhibit (a)(5)(iii) to this Schedule TO and is incorporated herein by reference.

(d) On July 8, 2005, the Company issued a press release announcing the final results of the tender offer, which expired at 5:00 p.m. New York City time, on Friday, July 1, 2005. A copy of the press release is filed as Exhibit (a)(5)(iv) to this Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended by adding the following exhibit:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------|
| (a)(5)(iii) | Press release dated July 5, 2005. |
| (a)(5)(iv) | Press release dated July 8, 2005. |

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

Dated: July 8, 2005

BLACKBAUD, INC.

By: /s/ Timothy V. Williams
Name: Timothy V. Williams
Title: Chief Financial Officer

Blackbaud, Inc. Announces Preliminary Results of Self Tender Offer

Charleston, S.C. (July 5, 2005) - Blackbaud, Inc. (Nasdaq: BLKB), the leading provider of software and related services designed specifically for nonprofit organizations, announced today the preliminary results of its self tender offer to purchase 2,620,690 shares of common stock at a price of \$14.50 per share in cash. The offer expired at 5:00 p.m., New York City time, on Friday, July 1, 2005.

Based on a preliminary count by Wachovia Bank, N.A., the depository for the tender offer, approximately 36,929,845 shares of Blackbaud common stock were properly tendered and not withdrawn. In accordance with the terms of the tender offer and in compliance with Rule 13e-4(f) of the Securities Exchange Act of 1934, the Board of Directors of Blackbaud has authorized the purchase of an additional 344,827 shares pursuant to the tender offer, resulting in a total of 2,965,517 shares that Blackbaud expects to purchase pursuant to the tender offer. This results in an estimated proration factor of approximately 8% of the shares tendered. The number of shares properly tendered and not withdrawn and the proration factor are preliminary and subject to final verification by the depository. The actual number of shares purchased and the proration factor will be announced promptly following completion of the verification process. After such announcement, the depository will issue payment for the shares validly tendered and accepted for payment under the tender offer and return all other shares tendered.

Any questions with respect to the tender offer may be directed to The Altman Group, the information agent for the tender offer, at (800) 548-5210. The dealer manager for the tender offer was J.P. Morgan Securities Inc.

About Blackbaud, Inc.

Blackbaud is the leading global provider of software and related services designed specifically for nonprofit organizations. Approximately 13,000 organizations — including the American Red Cross, Bowdoin College, the Chesapeake Bay Foundation, the Crohn's & Colitis Foundation of America, the Detroit Zoological Society, Episcopal High School, Help the Aged, the New York Philharmonic and United Way of America — use Blackbaud products and consulting services for fundraising, financial management, business intelligence and school administration. Blackbaud's solutions include *The Raiser's Edge*®, *The Financial Edge*™, *The Education Edge*™, *The Patron Edge*™, *Blackbaud NetCommunity*™, *The Information Edge*™, *WealthPoint*™ and *ProspectPoint*™, as well as a wide range of consulting and educational services. Founded in 1981, Blackbaud is headquartered in Charleston, South Carolina, and has operations in Toronto, Ontario, Glasgow, Scotland, and Sydney, Australia.

Blackbaud, the Blackbaud logo, *The Raiser's Edge*, *The Financial Edge*, *The Education Edge*, *The Patron Edge*, *Blackbaud NetCommunity*, *The Information Edge*, *WealthPoint* and *ProspectPoint* are trademarks or registered trademarks of Blackbaud, Inc.

Forward-looking statements

Except for historical information, all of the statements, expectations, and assumptions contained in this news release are forward-looking statements that involve a number of risks and uncertainties. Although Blackbaud attempts to be accurate in making these forward-looking statements, it is possible that future circumstances might differ from the assumptions on which such statements are based. In addition, other important factors that could cause results to differ materially include the following: risk associated with successful implementation of multiple integrated software products; lengthy sales and implementation cycles, particularly in larger organizations; uncertainty regarding increased business and renewals from existing customers; continued success in sales growth; adoption of our products and services by nonprofits; risks related to our dividend policy and self tender offer, including potential limitations on our

ability to grow and the possibility that we might discontinue payment of dividends; risk associated with product concentration; economic conditions and seasonality; competition; risks associated with management of growth; risks associated with acquisitions; technological changes that make our products and services less competitive; the ability to attract and retain key personnel; and the other risk factors set forth from time to time in the SEC filings for Blackbaud, copies of which are available free of charge upon request from Blackbaud's investor relations department.

Blackbaud, Inc. Announces Final Results of Self Tender Offer

Charleston, S.C. (July 8, 2005) - Blackbaud, Inc. (Nasdaq: BLKB), the leading provider of software and related services designed specifically for nonprofit organizations, announced today the final results of its self tender offer to purchase up to 2,620,690 shares of common stock at a price of \$14.50 per share in cash. In accordance with the terms of the tender offer and in compliance with Rule 13e-4(f) of the Securities Exchange Act of 1934, the Board of Directors of Blackbaud authorized the purchase of an additional 344,827 shares pursuant to the tender offer, resulting in a total of 2,965,517 shares that Blackbaud was authorized to purchase. The offer expired at 5:00 p.m., New York City time, on Friday, July 1, 2005.

Based on the final count by Wachovia Bank, N.A. the depository for the tender offer, 40,442,281 shares of common stock were properly tendered and not withdrawn. Blackbaud will purchase 2,965,517 shares, resulting in a proration factor of approximately 7.3% of the shares tendered. Payment for shares validly tendered and accepted for purchase, and the return of all other shares tendered, will be made on or about July 13, 2005.

Any questions with regard to the tender offer may be directed to The Altman Group, the information agent, at (888) 357-9212. The dealer manager for the tender offer was J.P. Morgan Securities Inc.

About Blackbaud, Inc.

Blackbaud is the leading global provider of software and related services designed specifically for nonprofit organizations. Approximately 13,000 organizations — including the American Red Cross, Bowdoin College, the Chesapeake Bay Foundation, the Crohn's & Colitis Foundation of America, the Detroit Zoological Society, Episcopal High School, Help the Aged, the New York Philharmonic and United Way of America — use Blackbaud products and consulting services for fundraising, financial management, business intelligence and school administration. Blackbaud's solutions include *The Raiser's Edge*®, *The Financial Edge*™, *The Education Edge*™, *The Patron Edge*™, *Blackbaud NetCommunity*™, *The Information Edge*™, *WealthPoint*™ and *ProspectPoint*™, as well as a wide range of consulting and educational services. Founded in 1981, Blackbaud is headquartered in Charleston, South Carolina, and has operations in Toronto, Ontario, Glasgow, Scotland, and Sydney, Australia.

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nonprofits; risks related to our dividend policy and self tender offer, including potential limitations on our ability to grow and the possibility that we might discontinue payment of dividends; risk associated with product concentration; economic conditions and seasonality; competition; risks associated with management of growth; risks associated with acquisitions; technological changes that make our products and services less competitive; the ability to attract and retain key personnel; and the other risk factors set forth from time to time in the SEC filings for Blackbaud, copies of which are available free of charge upon request from Blackbaud's investor relations department.

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203-682-8200

SOURCE: Blackbaud, Inc.