

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

(Amendment No. 3)

PRIMARK CORPORATION
(Name of Subject Company (Issuer))

MARQUEE ACQUISITION CORPORATION
THE THOMSON CORPORATION
(Names of Filing Persons (Offerors))

Common Stock, No Par Value Per Share
(Title of Class of Securities)

741903108
(CUSIP Number of Class of Securities)

Michael S. Harris, Esq.
The Thomson Corporation
Metro Center at One Station Place
Stamford Connecticut 06902
Telephone (203) 969-8700

(Name, Address and Telephone Number of Persons Authorized to Receive Notices
and Communications on Behalf of filing persons)

Copy to:
David W. Heleniak, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, New York 10022
(212) 848-4000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$913,518,708	\$182,703.74

* Estimated for purposes of calculating the amount of the filing fee only.
Calculated by multiplying \$38.00, the per share tender offer price, by
24,039,966, the sum of the 20,308,103 currently outstanding shares of
Common Stock sought in the Offer and the 3,731,863 shares of Common Stock
subject to options that vested as of June 12, 2000.

** Calculated as 1/50 of 1% of the transaction value.

☒ 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: \$182,703.74 Filing Party: The Thomson Corporation,
Marquee Acquisition
Corporation

Form or Registration No.: Schedule TO Date Filed: June 14, 2000

☐ Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes 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: ☐

Corporation, a Michigan corporation ("Purchaser") and an indirect wholly owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("Thomson"). The Schedule T0 relates to the offer by Purchaser to purchase all outstanding shares of Common Stock, no par value, including associated common stock purchase rights (together, the "Shares"), of Primark Corporation, a Michigan corporation (the "Company"), at a purchase price of \$38.00 per Share, net to each seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 14, 2000 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1) and (a)(2) to the Schedule T0 (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Offer to Purchase or in the Schedule T0.

Item 4. Terms of the Transaction.

Item 4 of the Schedule T0 is hereby amended and supplemented by the following:

On July 12, 2000, Thomson issued a press release announcing the extension of the Offer until 12:00 midnight, Eastern Daylight Time, on Friday, August 4, 2000. Thomson also announced that it had been advised by Morgan Stanley Dean Witter, the dealer manager for the Offer, that as of 5:00 p.m., EDT, on July 11, 2000, approximately 8,445,103 Common Shares had been tendered. The foregoing description of the press release which is attached hereto as Exhibit (a)(11) is incorporated by reference herein.

Item 12. Materials to Be Filed as Exhibits

Item 12 of the Schedule T0 is hereby amended and supplemented to include the following information:

(a)(11) Press Release issued by Thomson on July 12, 2000

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: July 13, 2000

MARQUEE ACQUISITION CORPORATION

By: /s/ Michael S. Harris

Name: Michael S. Harris
Title: Vice President

THE THOMSON CORPORATION

By: /s/ Michael S. Harris

Name: Michael S. Harris
Title: Senior Vice President and
General Counsel

EXHIBIT INDEX

Exhibit No.

- (a)(1) Offer to Purchase, dated June 14, 2000.*
- (a)(2) Form of Letter of Transmittal.*
- (a)(3) Form of Notice of Guaranteed Delivery.*
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(5) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.*
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a)(7) Summary Advertisement as published in The Wall Street Journal on June 14, 2000.*
- (a)(8) Joint Press Release issued by Thomson and the Company on June 5, 2000.*
- (a)(9) Press Release issued by Thomson on June 22, 2000.**
- (a)(10) Joint Press Release issued by Thomson and the Company on June 28, 2000.***
- (a)(11) Press Release issued by Thomson on July 12, 2000.
- (b) None.
- (c) None.
- (d)(1) Agreement and Plan of Merger, dated as of June 5, 2000, among Thomson, Purchaser and the Company.*
- (d)(2) Confidentiality Agreement dated April 4, 2000, between Thomson and the Company.*
- (d)(3) Shareholders Agreement, dated June 5, 2000, among Thomson, Purchaser, Joseph E. Kasputys, Stephen H. Curran and Michael R. Kargula.*
- (d)(4) Guarantee, dated June 5, 2000, of Thomson in favor of Joseph E. Kasputys.*
- (d)(5) Letter Agreement, dated June 5, 2000, between Primark Corporation and Stephen H. Curran.*
- (d)(6) Letter Agreement, dated June 5, 2000, between Primark Corporation and Michael R. Kargula.*
- (d)(7) Letter Agreement, dated June 5, 2000, between Primark Corporation and Joseph E. Kasputys.*
- (g) None.
- (h) None.

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* Incorporated by reference to Thomson's Schedule T0, filed June 14, 2000.

** Incorporated by reference to Thomson's Schedule T0/A, filed June 23, 2000

*** Incorporated by reference to Thomson's Schedule T0/A, filed June 28, 2000.

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News Release

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For Immediate Release

THE THOMSON CORPORATION EXTENDS
ITS EQUITY AND DEBT TENDER OFFERS FOR PRIMARK

TORONTO, ONTARIO, July 12, 2000 - The Thomson Corporation (TSE: TOC) announced today that Marquee Acquisition Corporation ("Marquee"), a wholly owned subsidiary of Thomson, is extending its offer to acquire all outstanding shares of common stock of Primark Corporation until Friday, August 4, 2000 at 12:00 midnight Eastern Daylight Time (EDT). The offer to acquire the common stock of Primark was previously scheduled to expire at 12:00 midnight EDT on Wednesday, July 12, 2000.

In addition, Thomson announced that Marquee is extending its offer to acquire all of the outstanding Primark 9 1/4% Senior Subordinated Notes due 2008 (the "Notes") until Monday, August 7, 2000 at 12:00 midnight EDT. The offer to acquire the Notes was previously scheduled to expire at 5:00 p.m. EDT on Thursday, July 20, 2000.

Thomson and Primark previously announced that they had each received requests for additional information and documentary material from the Antitrust Division of the Department of Justice (DOJ) following the DOJ's routine review of the proposed acquisition of Primark by Thomson. The waiting period under the Hart-Scott-Rodino Act will expire ten days after Thomson substantially complies with the DOJ's request.

Based on the latest count of tendered shares and Notes, as of 5:00 p.m. EDT on July 11, 2000, 8,445,103 shares of Primark common stock (constituting 41.6% of the outstanding common stock) had been tendered and not withdrawn, and US\$149.9 million in the aggregate principal amount of the Notes (constituting 99.9% of the outstanding Notes) had been tendered and not withdrawn.

After the receipt by Marquee of the requisite consents pursuant to its Offer to Purchase the Notes and related Consent Solicitation, Primark and State Street Bank and Trust Company, as trustee, have executed a supplemental indenture today amending the indenture dated December 21, 1998 governing the Notes. The provisions of the supplemental indenture will not become operative unless and until Marquee accepts for payment the Notes that have been validly tendered and not withdrawn prior to August 7, 2000.

The tender offer for the Primark common stock is being made through, and the foregoing announcement is qualified in its entirety by reference to, Marquee's Offer to Purchase dated June 14, 2000, and the related letter of transmittal. The tender offer for the Notes is being made through, and the foregoing announcement is qualified in its entirety by reference to, Marquee's Offer to Purchase and Consent Solicitation Statement dated June 22, 2000, and the related letter of transmittal. Primark stockholders and noteholders should read the applicable Offer to Purchase and related letter of transmittal in their entirety prior to making any decision as to the respective tender offers.

The Thomson Corporation (www.thomson.com), with 1999 revenues of US\$5.8

billion, is a leading, global e-information and solutions company in the business and professional marketplace. Thomson's common shares are listed on the Toronto and London Stock Exchanges.

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