

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

SCHEDULE TO/A  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 4)

ELITE INFORMATION GROUP, INC.  
(Name of Subject Company)

GULF ACQUISITION CORP. (OFFEROR)  
THE THOMSON CORPORATION (PARENT)  
(Names of Filing Persons (Offeror))

Common Stock, Par Value \$0.01 Per Share  
(Title of Class of Securities)

28659M106  
(CUSIP Number of Class of Securities)

DEIRDRE STANLEY, ESQ.  
THE THOMSON CORPORATION  
METRO CENTER, 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:

PETER J. ROONEY, ESQ.  
SHEARMAN & STERLING  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022  
TELEPHONE: (212) 848-4000

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$122,363,052.90	\$9,899.17

\* Estimated for purposes of calculating the amount of the filing fee only.  
Calculated by adding (i) the product of 7,890,600, which is the number of  
Shares outstanding as of April 4, 2003, and \$14.00, which is the per Share  
tender offer price, and (ii) the product of 1,694,395, which is the number  
of Shares subject to options outstanding as of April 4, 2003 with an  
exercise price of less than \$14.00, and \$7.02, which is the difference  
between the \$14.00 per Share tender offer price and the average weighted  
exercise price of the options, which is \$6.98.

\*\* Calculated by multiplying the transaction value by 0.00008090.

[X] 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: \$9,899.17	Filing Party: The Thomson Corporation
Form or Registration No.: Schedule TO	Date Filed: April 11, 2003

[ ] 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:

[X] 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: ☐

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed on April 11, 2003 by Gulf Acquisition Corp., a Delaware corporation ("Purchaser") and an indirect wholly-owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("Thomson"). On April 17, 2003, Purchaser and Thomson filed Amendment No. 1 to the Schedule TO. On April 28, 2003, Purchaser and Thomson filed Amendment No. 2 to the Schedule TO. On April 30, 2003, Purchaser and Thomson filed Amendment No. 3 to the Schedule TO. The Schedule TO relates to the offer by Purchaser to purchase any and all of the outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Elite Information Group, Inc., a Delaware corporation (the "Company"), at a purchase price of \$14.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated April 11, 2003 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1) and (a)(2), respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Offer to Purchase or the Schedule TO.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule TO is hereby amended and supplemented to include the following information.

Section 14. Certain Conditions of the Offer.

The following paragraph is added as the second to last paragraph of Section 14 on page 38:

"On May 8, 2003, Thomson was informed by the FTC (as defined below) that early termination of the waiting period under the HSR Act relating to the purchase of Shares pursuant to the Offer has been granted. Accordingly, the Regulatory Condition has been satisfied."

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following additional information.

Section 15. Certain Legal Matters and Regulatory Approvals.

The sixth paragraph of Section 15 on page 39 is amended and restated in its entirety to read as follows:

"Pursuant to the HSR Act, on April 16, 2003, Thomson filed a Premerger Notification and Report Form in connection with the purchase of the Shares pursuant to the Offer with the Antitrust Division and the FTC. On April 30, 2003, Thomson withdrew and re-filed its Premerger Notification and Report Form in connection with the purchase of Shares pursuant to the Offer with the Antitrust Division and the FTC. Under the provisions of the HSR Act applicable to the Offer, the purchase of Shares pursuant to the Offer may not be consummated until the expiration of a 15-calendar day waiting period following the filing by Thomson. On May 8, 2003, Thomson was informed by the FTC that early termination of the 15-calendar day waiting period under the HSR Act relating to the purchase of Shares pursuant to the Offer has been granted. Accordingly, the Regulatory Condition has been satisfied. The Offer remains conditioned as described in "Section 14. Certain Conditions of the Offer."

ITEM 12. MATERIAL TO BE FILED AS EXHIBITS.

- (a) (1) Offer to Purchase, dated April 11, 2003.\*\*
- (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 New York Times on April 11, 2003.\*\*
- (a) (8) Joint Press Release issued by Thomson and the Company on April 3, 2003.\*
- (a) (9) Press Release issued by Thomson on April 11, 2003.\*\*
- (a) (10) Press Release issued by Thomson on May 8, 2003.
- (d) (1) Agreement and Plan of Merger, dated as of April 2, 2003, among Thomson, Purchaser and the Company.\*\*
- (d) (2) Stockholders Support Agreement, dated as of April 2, 2003, among Thomson, Purchaser and each of PAR Investment Partners, L.P., Arthur G. Epker III, Christopher K. Poole, David A. Finley, Roger Noall, Alan Rich and William G. Seymour.\*\*
- (d) (3) Employment Agreement, dated as of April 10, 2003, between the Company and Christopher K. Poole.\*\*
- (d) (4) Confidentiality Agreement, dated as of October 7, 2002, between the Company and Thomson.\*\*
- (g) None.
- (h) None.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

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\* Previously filed on April 3, 2003 with the Securities and Exchange Commission on Schedule TO-C by Purchaser and Thomson.

\*\* Incorporated by reference to the Schedule TO filed by Purchaser and Thomson on April 11, 2003.

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: May 8, 2003

GULF ACQUISITION CORP.

By: /s/ Edward A. Friedland

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Name: Edward A. Friedland

Title: Vice President

THE THOMSON CORPORATION

By: /s/ Edward A. Friedland

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Name: Edward A. Friedland

Title: Assistant Secretary

EXHIBIT INDEX

EXHIBIT  
NO.

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- (h) None.

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\* Previously filed on April 3, 2003 with the Securities and Exchange Commission on Schedule TO-C by Purchaser and Thomson.

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THE THOMSON CORPORATION  
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[Thomson logo]

NEWS RELEASE

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FOR IMMEDIATE RELEASE

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THE THOMSON CORPORATION ANNOUNCES EARLY TERMINATION OF ANTITRUST WAITING PERIOD  
FOR ACQUISITION OF ELITE INFORMATION GROUP  
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(UNLESS OTHERWISE STATED, ALL AMOUNTS ARE IN US DOLLARS)

STAMFORD, CONN. AND TORONTO, MAY 8, 2003 - The Thomson Corporation (TSX: TOC; NYSE: TOC) announced today that the Federal Trade Commission has granted its request for early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act") applicable to its tender offer to acquire all the issued and outstanding shares of Elite Information Group, Inc. (NASDAQ: ELTE).

The offer is being made by Gulf Acquisition Corp., an indirect wholly owned subsidiary of Thomson, pursuant to an Agreement and Plan of Merger, dated as of April 2, 2003, among Thomson, Gulf and Elite. The offer is scheduled to expire at 12:00 midnight (EDT) on Thursday, May 8, 2003, unless the offer is extended.

This news release is for informational purposes only. It does not constitute an offer to purchase shares of Elite or a Solicitation/Recommendation Statement under the rules and regulations of the Securities and Exchange Commission. The tender offer is being made only through the Offer to Purchase and related Letter of Transmittal. Thomson has filed with the Securities and Exchange Commission a Tender Offer Statement on Schedule TO and Elite has filed a Solicitation/Recommendation Statement on Schedule 14D-9. These documents contain

# THOMSON ANNOUNCES EARLY TERMINATION OF ANTITRUST WAITING PERIOD

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important information and security holders of Elite are advised to read these documents carefully before making any decision with respect to the cash tender offer. These documents may be obtained free of charge at the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov). Persons with questions regarding the offer should contact Innisfree M&A Incorporated at 888.750.5834.

## ABOUT THE THOMSON CORPORATION

The Thomson Corporation (<http://www.thomson.com>), with 2002 revenues of \$7.8 billion, is a global leader in providing integrated information solutions to business and professional customers. Thomson provides value-added information, software applications and tools to more than 20 million users in the fields of law, tax, accounting, financial services, higher education, reference information, corporate training and assessment, scientific research and healthcare. The Corporation's common shares are listed on the Toronto and New York stock exchanges (TSX: TOC; NYSE: TOC).

This news release may include forward-looking statements, which are based on certain assumptions and reflect current expectations of Thomson and Elite. Any forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. Some of the factors that could cause actual results to differ materially from current expectations are discussed in materials Thomson or Elite has filed with the securities regulatory authorities in Canada and the United States, as the case may be, from time to time, including the Thomson annual report on Form 40-F for the year ended December 31, 2002 and the Elite annual report on Form 10-K for the year ended December 31, 2002, filed with the Securities and Exchange Commission. These risks include those associated with the ability of Thomson to fully derive anticipated benefits from its acquisitions. Thomson disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.