

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1/A

TENDER OFFER STATEMENT
(AMENDMENT NO. 3) (FINAL AMENDMENT)
PURSUANT TO SECTION 14(d) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND
SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3) (FINAL AMENDMENT)

SCS/COMPUTE, INC.
(NAME OF SUBJECT COMPANY)

SCS SUBSIDIARY, INC.,
THOMSON U.S. HOLDINGS INC.
AND
THE THOMSON CORPORATION
(BIDDERS)

COMMON STOCK, \$.10 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

784030 10 8
(CUSIP NUMBER OF CLASS OF SECURITIES)

MICHAEL S. HARRIS, ESQ.
THE THOMSON CORPORATION
METRO CENTER AT ONE STATION PLACE
STAMFORD, CONNECTICUT 06902
(NAME, ADDRESS AND TELEPHONE NUMBER OF
PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF BIDDERS)

COPY TO:
DAVID W. HELENIAK, ESQ.
SHEARMAN & STERLING
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022
TELEPHONE: (212) 848-4000

January 26, 1996

Page 1 of 10 pages
An Exhibit Index appears on page 9.

1. Name of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Person
SCS SUBSIDIARY, INC.

2. Check the Appropriate Box if a Member of Group
(a) / /
(b) / /

3. SEC Use only

4. Sources of Funds
WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(f) /
/

6. Citizen or Place of Organization
Delaware

7. Aggregate Amount Beneficially Owned by Each Reporting Person
2,529,783

8. Check if the Aggregate Amount if Row (7) Excludes Certain Shares / /

9. Percent of Class Represented by Amount in Row (7)
98.4%

10. Type of Reporting Person
CO

1. Name of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Person
THOMSON U.S. HOLDINGS INC.

2. Check the Appropriate Box if a Member of Group
(a) / /
(b) / /

3. SEC Use Only

4. Sources of Funds
WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to item 2(e) or 2(f) / /

6. Citizen or Place of Organization
Delaware

7. Aggregate Amount Beneficially Owned by Each Reporting Person
2,529,783

8. Check if the Aggregate Amount if Row (7) excludes Certain Shares / /

9. Percent of Class Represented by Amount in Row (7)
98.4%

10. Type of Reporting Person
CO

1. Name of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Person
THE THOMSON CORPORATION

2. Check the Appropriate Box if a Member of Group
(a) / /
(b) / /

3. SEC Use only

4. Sources of Funds
WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(f) / /

6. Citizen or Place of Organization
Ontario, Canada

7. Aggregate Amount Beneficially Owned by Each Reporting Person
2,529,783

8. Check if the Aggregate Amount if Row (7) Excludes Certain Shares / /

9. Percent of Class Represented by Amount in Row (7)
98.4%

10. Type of Reporting Person
CO

This Amendment No. 3 to the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") and Amendment No. 3 to Schedule 13D relates to the offer by SCS Subsidiary, Inc., a Delaware corporation ("Purchaser") and a direct wholly owned subsidiary of Thomson U.S. Holdings Inc., a Delaware corporation ("Parent") and an indirect wholly owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("TTC"), to purchase all outstanding shares of Common Stock, par value \$.10 per share (the "Shares"), of SCS/Compute, Inc., a Delaware corporation (the "Company"), at a price of \$6.75 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated December 27, 1995 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were attached to the Schedule 14D-1 as Exhibits (a)(1) and (a)(2) thereto, respectively. The Schedule 14D-1 was initially filed with the Securities and Exchange Commission on December 27, 1995.

Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Offer to Purchase and the Schedule 14D-1.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

Item 6 is hereby amended and supplemented by adding to the end thereof the following:

At 12:00 midnight, New York City Time, on Thursday, January 25, 1996, the Offer expired. Based on a preliminary count, approximately 1,447,213 Shares were tendered pursuant to the Offer, of which 58,202 were tendered pursuant to notices of guaranteed delivery. On January 26, 1996, effective as of 12:01 A.M., all Shares validly tendered and not withdrawn prior to the expiration of the Offer were accepted for payment. The acceptance of such tendered Shares resulted in TTC and its subsidiaries owning, when combined with the Shares to be purchased by Purchaser pursuant to the Stock Purchase Agreement, approximately 98.4% of the Shares. A copy of a press release relating to the foregoing is filed as Exhibit (a)(12) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented by adding the following Exhibit:

(a)(12) Press Release issued by the Company on January 26, 1996.

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.

SCS SUBSIDIARY, INC.

Dated: January 26, 1996

By /s/ NIGEL R. HARRISON

Name: Nigel R. Harrison
Title: Treasurer

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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.

THOMSON U.S. HOLDINGS INC.

Dated: January 26, 1996

By /s/ NIGEL R. HARRISON

Name: Nigel R. Harrison
Title: Executive Vice President

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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.

THE THOMSON CORPORATION

Dated: January 26, 1996

By /s/ NIGEL R. HARRISON

Name: Nigel R. Harrison
Title: Executive Vice President

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EXHIBIT INDEX

EXHIBIT NO. -----		PAGE IN SEQUENTIAL NUMBERING SYSTEM -----
(a) (1)	Form of Offer to Purchase dated December 27, 1995.....	*
(a) (2)	Form of Letter of Transmittal.....	*
(a) (3)	Form of Notice of Guaranteed Delivery.....	*
(a) (4)	Form of Letter from Purchaser 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 December 27, 1995.....	*
(a) (8)	Press Release issued by the Company on December 20, 1995.....	*
(a) (9)	Consolidated Financial Statements of TTC as set forth in TTC's 1994 Annual Report to Shareholders.....	*
(a) (10)	Press Release issued by the Company on January 5, 1996.....	*
(a) (11)	Financial Information released by the Company on January 12, 1996.....	*
(a) (12)	Press Release issued by the Company on January 26, 1996.....	10
(c) (1)	Agreement and Plan of Merger, dated as of December 19, 1995, among Parent, Purchaser and the Company.....	*
(c) (2)	Stock Purchase Agreement, dated as of December 19, 1995, among Parent, Purchaser and Robert W. Nolan, Sr.	*
(c) (3)	Form of Employment Agreement between the Company and Robert W. Nolan, Sr., including, as an exhibit thereto, the form of Consulting Agreement between the Company and Robert W. Nolan, Sr.	*

* Previously Filed

NEWS RELEASE

Contact at The Thomson Corporation: Nigel R. Harrison
Executive Vice President
(203) 328-9422

Contact at SCS/Compute: Charles G. Wilson
Executive Vice President
(314) 432-7323

FOR IMMEDIATE RELEASE

THOMSON U.S. HOLDINGS INC. AND
SCS SUBSIDIARY, INC.
COMPLETE TENDER OFFER FOR
SCS/COMPUTE, INC.

ST. LOUIS. January 26, 1996 -- Thomson U.S. Holdings Inc., an indirect wholly owned subsidiary of The Thomson Corporation of Toronto, Canada, announced today that it had completed its tender offer for shares of common stock, par value \$.10 per share (the "Shares"), of SCS/Compute, Inc. (NASDAQ: SCOM).

The tender offer expired as scheduled at 12:00 midnight, New York City time, on Thursday, January 25, 1996. Based on a preliminary count, 1,447,213 Shares, of which 58,202 were tendered pursuant to notices of guaranteed delivery, were tendered and accepted for payment, representing approximately 56.3% of the outstanding Shares of SCS/Compute, Inc. Thomson, through SCS Subsidiary, Inc., an indirect wholly owned subsidiary of Thomson, also has the right to purchase 1,082,570 Shares, representing approximately 42.1% of the outstanding Shares, pursuant to a Stock Purchase Agreement among Thomson U.S. Holdings Inc., SCS Subsidiary, Inc. and Robert W. Nolan, Sr., President and Chief Executive Officer of SCS/Compute, Inc., which together with the Shares purchased pursuant to the tender offer, constitutes approximately 98.4% of the outstanding Shares.

SCS Subsidiary, Inc., established for this purpose, will merge with SCS/Compute, Inc. After the merger, Thomson will own 100% of SCS/Compute, Inc. Shares of SCS/Compute, Inc. which were not tendered into the offer will be cancelled and converted automatically into the right to receive \$6.75 per share in cash.