

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. 5)

AND

SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

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: ☒

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

THE THOMSON CORPORATION

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☐
(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)
☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION
ONTARIO, CANADA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 7,773,208 SHARES OF COMMON STOCK
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 7,773,208 SHARES OF COMMON STOCK

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,773,208

12. CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS).

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
98.1%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

1. NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GULF ACQUISITION CORP.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☐ ☐
(b) ☐ ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) ☐ ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 7,773,208 SHARES OF COMMON STOCK
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 7,773,208 SHARES OF COMMON STOCK

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,773,208

12. CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS).

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
98.1%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

This Amendment No. 5 (this "Final Amendment") amends and supplements the Tender Offer Statement on Schedule T0 (the "Schedule T0") 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 T0. On April 28, 2003, Purchaser and Thomson filed Amendment No. 2 to the Schedule T0. On April 30, 2003, Purchaser and Thomson filed Amendment No. 3 to the Schedule T0. On May 8, 2003, Purchaser and Thomson filed Amendment No. 4 to the Schedule T0. The Schedule T0 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 T0 as Exhibits (a)(1) and (a)(2), respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Pursuant to General Instruction H to Schedule T0, this Final Amendment satisfies the reporting requirements of Section 13(d) of the Securities Exchange Act of 1934, as amended, with respect to all securities acquired by Purchaser in 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 T0.

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 8 of the Schedule T0 is hereby amended and supplemented to include the following information:

At 12:00 midnight, New York City time, on Thursday, May 8, 2003, the Offer expired. Based on a preliminary count, approximately 7,773,208 Shares were validly tendered and not withdrawn pursuant to the Offer, of which approximately 886,746 Shares were tendered pursuant to notices of guaranteed delivery. Such Shares constituted approximately 98.1% of the outstanding Shares. All Shares validly tendered and not withdrawn prior to the expiration of the Offer were accepted for payment.

Thomson and Purchaser intend to effect the Merger of Purchaser with and into the Company as soon as practicable. Pursuant to the Merger, Shares that were not tendered into the Offer (other than Shares owned by Thomson or the Company (or by any direct or indirect wholly-owned subsidiary of Thomson or the Company), which Shares will be canceled and no consideration will be delivered in exchange therefor) will be canceled and converted into the right to receive \$14.00, in cash, without interest, pursuant to the terms of the Merger Agreement, subject to the rights of holders of non-tendered Shares to seek appraisal of the fair market value thereof pursuant to Section 262 of the General Corporation Law of the State of Delaware. Following the Merger, the Company will become an indirect wholly-owned subsidiary of Thomson. A copy of the press release announcing the expiration of the Offer and the acceptance of validly tendered Shares is attached hereto as Exhibit (a)(11).

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.***
- (a)(11) Press release issued by Thomson on May 9, 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.

- -----

* 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.

*** Incorporated by reference to Amendment No.4 to the Schedule TO filed by Purchaser and Thomson on May 8, 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 9, 2003

GULF ACQUISITION CORP.

By: /s/ Edward A. Friedland

Name: Edward A. Friedland
Title: Vice President

THE THOMSON CORPORATION

By: /s/ Edward A. Friedland

Name: Edward A. Friedland
Title: Assistant Secretary

EXHIBIT INDEX

EXHIBIT
NO.

- (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.***
- (a)(11) Press release issued by Thomson on May 9, 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.

- - - - -

* 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.

*** Incorporated by reference to Amendment No.4 to the Schedule TO filed by Purchaser and Thomson on May 8, 2003.

Metro Center, One Station Place
Stamford, CT 06902
Tel (203) 969-8700 Fax (203) 977-8354
www.thomson.com

[THOMSON LOGO]

NEWS RELEASE

INVESTOR CONTACTS:

John Kechejian
Vice President, Investor Relations
The Thomson Corporation
(203) 328-9470
john.kechejian@thomson.com

MEDIA CONTACTS:

Jason C. Stewart
Director, Public Relations
The Thomson Corporation
(203) 328-8339
jason.stewart@thomson.com

John Shaughnessy
Thomson Legal & Regulatory
(651) 687-4749
john.shaughnessy@westgroup.com

FOR IMMEDIATE RELEASE

THE THOMSON CORPORATION COMPLETES TENDER
OFFER FOR ELITE INFORMATION GROUP

(Unless otherwise stated, all amounts are in US dollars)

STAMFORD, CONN. AND TORONTO, May 9, 2003 - The Thomson Corporation (TSX: TOC; NYSE: TOC) announced today that Gulf Acquisition Corp., an indirect wholly owned subsidiary of Thomson formed solely for the purpose of acquiring shares of Elite Information Group, Inc. (Nasdaq: ELTE), has completed its cash tender offer for all of the outstanding shares of common stock of Elite.

The tender offer expired at 12:00 midnight (EDT), on Thursday, May 8, 2003. Based on a preliminary count by Computershare Trust Company of New York, the depository for the offer, 7,773,208 shares of Elite common stock (constituting approximately 98.1% of the outstanding common stock) had been tendered and not withdrawn. All of the conditions to complete the cash tender offer have been satisfied. Gulf Acquisition has accepted for payment all Elite shares validly tendered and not withdrawn as of the expiration date of the offer and will pay promptly \$14.00 per share, net to the seller in cash, without interest, for all of such shares of Elite common stock.

In the proposed second step of the acquisition, Thomson plans to merge Gulf Acquisition with and into Elite. As a result, each share of Elite common stock not previously purchased in the tender offer will be converted into the right to receive \$14.00 per share, except for those shares held by Elite stockholders who seek appraisal of their shares pursuant to applicable provisions of Delaware law. The proposed merger is not subject to the approval of the remaining outstanding stockholders of Elite.

- more -

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.