

PLANET PAYMENT INC
Filed by
FINTRAX US ACQUISITION SUBSIDIARY, INC.

FORM SC TO-C
(Written communication relating to an issuer or third party)

Filed 10/27/17

Address	670 LONG BEACH BLVD LONG BEACH, NY, 11561
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Sector	Industrials
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Planet Payment, Inc.
(Name of Subject Company (Issuer))

Fintrax US Acquisition Subsidiary, Inc.
(Offeror)

A wholly owned subsidiary of

Franklin UK Bidco Limited
(Parent of Offeror)

(Names of Filing Persons (identifying status as Offeror, Issuer or Other Person))

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

Series A Preferred Stock, par value \$0.01 per share
(Title of Class of Securities)

U72603118
(CUSIP Number of Class of Securities)

**John Glynn
Group General Counsel
Fintrax Group Holdings Limited
Martin House, Galway Business Park
Dangan, Galway, H91A06C, Ireland
+353 91 558255**

Copy to:

**Sean C. Doyle, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000**

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
Not applicable*	Not applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communication made before the commencement of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Securities Exchange Act of 1934 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: Not applicable
Form or Registration No.: Not applicable

Filing Party: Not applicable
Date Filed: Not applicable

- 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:

This Tender Offer Statement on Schedule TO (this “Statement”) relates solely to preliminary communications made before the commencement of a planned tender offer by Fintrax Acquisition Subsidiary, Inc., a Delaware corporation (“Purchaser”) and a wholly owned subsidiary of Franklin UK Bidco Limited, a private limited company incorporated under the Laws of England and Wales (“Parent”), for all of the issued and outstanding shares of common stock and Series A preferred stock of Planet Payment, Inc. (the “Company”), to be commenced pursuant to the Agreement and Plan of Merger, dated as of October 26, 2017, by and among Parent, Purchaser and the Company.

The exhibit is neither an offer to purchase nor solicitation of an offer to sell securities. The tender offer for the outstanding shares of the Company’s common stock and preferred stock described in this filing has not commenced. At the time the offer is commenced, Parent and Purchaser will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (the “SEC”), and the Company will file a solicitation/recommendation statement on Schedule 14D-9, with respect to the offer. Parent, Purchaser and the Company intend to mail these documents to the stockholders of the Company. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials, as amended from time to time, will be made available to the Company’s stockholders at no expense to them at www.planetpayment.com. In addition, the tender offer materials and other documents that Parent and Purchaser file with the SEC will be made available to all stockholders of the Company free of charge at www.fintrax.com. Furthermore, all of those materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s website: www.sec.gov. The Solicitation/Recommendation Statement and the other documents filed by the Company with the SEC will be made available to all stockholders of the Company free of charge at <http://ir.planetpayment.com/sec.cfm> and may also be obtained from Planet Payment by calling 1-800-489-0174.

Exhibit 99.1

Press Release dated October 26, 2017

Fintrax Group to Acquire Planet Payment

Galway, Ireland and Long Beach, N.Y – October 26, 2017 – Fintrax Group, a leader in multi-currency digital payment processing for tourists, and Planet Payment, Inc. (NASDAQ: PLPM), a leading provider of international and multi-currency processing services, today announced that they have entered into a definitive agreement under which Fintrax will acquire Planet Payment for \$4.50 per share in cash.

Patrick Waldron, Chief Executive Officer of Fintrax Group said, “The acquisition of Planet Payment will expand our ability to serve global customers, particularly in the US, Canada, the Middle East, Latin America, China and South East Asia. We look forward to working with Carl Williams and his team to grow the combined business.”

“We are excited to be joining the Fintrax organization and to combining our unique products and services, thus adding more value to our customers,” said Carl J. Williams, Chairman and Chief Executive Officer, Planet Payment.

The Board of Directors of Planet Payment has unanimously approved the transaction. The transaction is subject to Planet Payment’s stockholders tendering a majority of Planet Payment’s outstanding shares on a fully diluted basis prior to the expiration of the tender offer, certain regulatory approvals and other customary closing conditions. In connection with the execution of the definitive agreement, Planet Payment’s directors and executive officers and certain shareholders, representing an aggregate of approximately 28% of the company’s outstanding shares and derivative securities, have entered into support agreements with Fintrax pursuant to which they have agreed to tender their shares into Fintrax’s offer. The transaction is expected to close by year-end.

BofA Merrill Lynch is serving as financial advisor and Skadden, Arps, Slate, Meagher & Flom LLP is serving as legal counsel to Fintrax. FT Partners is serving as financial advisor and Goodwin Procter LLP is serving as legal counsel to Planet Payment.

About Fintrax Group

Founded in 1985, Fintrax Group is a leader in multi-currency digital payment processing, providing international shoppers, merchants, partner banks and acquirers with easy, fast and reliable services. For over 30 years, Fintrax has expanded across the globe now covering 34 markets with over 800 staff and recently became part of the Eurazeo portfolio of growth companies in December 2015. Fintrax is headquartered in Galway, Ireland. For more information, please visit www.fintrax.com.

About Planet Payment

Planet Payment is a leading provider of international payment processing and multi-currency processing services. Planet Payment provides services in 23 countries and territories across the Asia Pacific region, North America, the Middle East, Africa and Europe, primarily through its 76 acquiring bank and processor customers. Its point-of-sale and e-commerce services help merchants sell more goods and services to consumers, and together with its ATM services are integrated within the payment card transaction flow enabling its acquiring customers, their merchants and consumers to shop, pay, transact and reconcile payment transactions in multiple currencies, geographies and channels.

Planet Payment is headquartered in New York and has offices in Atlanta, Beijing, Bermuda, Delaware, Dubai, Dublin, London, Hong Kong, Mexico City, Shanghai and Singapore. Visit www.planetpayment.com for more information about Planet Payment and its services.

Important Information

In connection with the proposed acquisition, Fintrax will commence a tender offer for the outstanding shares of Planet Payment. The tender offer has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Planet Payment, nor is it a substitute for the tender offer materials that Fintrax and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Fintrax and its acquisition subsidiary will file tender offer materials on Schedule TO with the SEC, and Planet Payment will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the offer. **THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY PLANET PAYMENT'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER.** Both the tender offer statement and the Solicitation/Recommendation Statement will be made available to Planet Payment's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of Planet Payment by contacting Planet Payment by phone at 1-800-489-0174. In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: www.sec.gov, upon filing with the SEC.

PLANET PAYMENT'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

Forward-Looking Statements

Any statements made in this communication that are not statements of historical fact, including statements about the expected timetable for completing the transaction and Planet Payment's beliefs and expectations and statements about the tender offer and Fintrax's proposed acquisition of Planet Payment, including the timing of and closing conditions to the acquisition, and the potential effects of the acquisition on both Fintrax and Planet Payment are forward-looking statements that are based on management's beliefs, certain assumptions and current expectations and should be evaluated as such. These statements may be identified by their use of forward-looking terminology such as the words "expects," "projects," "anticipates," "intends" and other similar words. Forward-looking statements include statements that may relate to Fintrax's or Planet Payment's plans, objectives, strategies, goals, future events, future revenues or performance, and other information that is not historical information. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to,

general economic, business and market conditions and the satisfaction of the conditions to closing of the proposed transaction. For a more complete discussion of certain of the risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements with respect to Planet Payment, see the discussion of risks and uncertainties in Planet Payment's quarterly report on Form 10-Q for the quarterly period ended June 30, 2017, other reports Planet Payment files under the SEC, as well as the tender offer documents to be filed by Fintrax, its acquisition subsidiary and Planet Payment.

The forward-looking statements contained in this report are made as of the date hereof, and Planet Payment undertakes no obligation to update any forward-looking statements, whether as a result of future events, new information or otherwise, except as expressly required by law. All forward-looking statements in this document are qualified in their entirety by this cautionary statement.

Contacts :

Fintrax Group

Rory O'Neill, Chief Marketing Officer

rory.oneill@fintrax.com

Tel: +44 7852871725

www.fintrax.com

Planet Payment, Inc.

Raymond D'Aponte, Chief Financial Officer

rdaponte@planetpayment.com

Tel: 516-670-3200

www.planetpayment.com