

IOMEGA CORP
Form 3
June 11, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | |
|---|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Last) | (First) | (Middle) | | | | |
| Â EMC CORP | | | 06/06/2008 | IOMEGA CORP [IOM] | | |
| 176 SOUTH STREET | | | | | | |
| (Street) | | | | (Check all applicable) | | |
| HOPKINTON,Â MAÂ 01748-9103 | | | | ___ Director ___X___ 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | ___ Officer ___ Other (specify below) | ___X___ Form filed by One Reporting Person | |
| | | | | | ___ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.03-1/3 per share | 45,536,839 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I | See Footnote <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMC CORP 176 SOUTH STREET HOPKINTON, MA 01748-9103 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Paul T. Dacier, Executive Vice President and General Counsel

06/11/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- In accordance with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 8, 2008, by and among EMC Corporation, a Massachusetts corporation ("EMC"), Emerge Merger Corporation, a Delaware corporation and a wholly owned subsidiary of EMC ("Purchaser"), and Iomega Corporation, a Delaware corporation (the "Company"), on April 24, 2008, Purchaser commenced a
- (1) cash tender offer (the "Offer") to purchase all outstanding shares of common stock, par value \$0.03-1/3 per share, of the Company (the "Shares") at a price of \$3.85 per share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated April 24, 2008, as amended, included as an exhibit to the Tender Offer Statement on Schedule TO filed by EMC and Purchaser with the Securities and Exchange Commission (the "SEC") on April 24, 2008.
- The Offer expired at 5:00 p.m., Boston, Massachusetts time, on Friday, June 6, 2008. An aggregate of 45,536,839 Shares were validly
- (2) tendered and not withdrawn (including certain shares tendered under guaranteed delivery procedures), representing approximately 83% of the Company's outstanding common stock. On June 6, 2008, Purchaser accepted for payment all validly tendered and not withdrawn Shares.
 - (3) On June 11, 2008, the Company filed a Form 15 with the SEC to terminate the registration of its common stock under Section 12 of the Securities Exchange Act of 1934, as amended.
- Purchaser was a direct, wholly owned subsidiary of EMC and was the registered owner of the Shares purchased in the Offer. Following Purchaser's acceptance for payment of all validly tendered and not withdrawn Shares, pursuant to the terms of the Merger Agreement, on
- (4) June 9, 2008 Purchaser merged with and into the Company (the "Merger") and each share of common stock, par value \$0.01 per share, of Purchaser that was issued and outstanding immediately prior to the Merger was converted into one Share of the Company, as the surviving corporation. As a result of the Merger, Purchaser's corporate existence ceased.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.