

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

**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**AMENDMENT NO. 5**

**FX ALLIANCE INC.**  
(Name of Subject Company)

**CB TRANSACTION CORP.**  
**THOMCORP HOLDINGS INC.**  
**THOMSON REUTERS CORPORATION**  
(Names of Filing Persons (Offerors))

**COMMON STOCK, PAR VALUE \$0.0001 PER SHARE**  
(Title of Class of Securities)

**361202104**  
(CUSIP Number of Class of Securities)

**Deirdre Stanley**  
**Executive Vice President and General Counsel**  
**Thomson Reuters Corporation**  
**3 Times Square**  
**New York, NY 10036**  
**(646) 232-4000**  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

**Copies to:**

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**Tiffany Pollard, Esq.**  
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**CALCULATION OF FILING FEE**

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<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
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**\$679,000,373.00**

**\$77,813.45**

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\* Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase at a purchase price of \$22.00 cash per share (i) all 28,419,880 outstanding shares of common stock, par value \$0.0001 per share, of FX Alliance Inc.; (ii) all 24,061 shares of restricted common stock, par value \$0.0001 per share, of FX Alliance Inc.; and (iii) 5,047,850 shares of common stock, par value \$0.0001 per share, of FX Alliance Inc., issuable pursuant to outstanding options with an exercise price less than \$22.00 per share, which is calculated by multiplying the number of shares underlying an outstanding option with an exercise price less than \$22.00 by an amount equal to \$22.00 minus the exercise price for such option, in each case as of June 30, 2012, the most recent practicable date.

\*\* The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying the transaction valuation by 0.0001146.

☒ Check 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    \$77,813.45

Filing

CB Transaction Corp., Thomcorp Holdings

Paid:  
Form or Registration    Schedule TO  
No.

Party:    Inc. and Thomson Reuters Corporation  
Date Filed: July 18, 2012

☐ 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.    ☐

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This Amendment No. 5 to the Tender Offer Statement on Schedule TO (this “*Amendment*”) filed with the U.S. Securities and Exchange Commission (the “*SEC*”) on August 15, 2012, amends and supplements the Tender Offer Statement on Schedule TO filed on July 18, 2012 (as amended and supplemented from time to time, the “*Schedule TO*”), relating to the offer by Offeror (as defined below) to purchase all of the outstanding shares of common stock, par value \$0.0001 per share (each a “*Share*” and collectively, the “*Shares*”), of FX Alliance Inc., a Delaware corporation (“*FX*”), at a purchase price of \$22.00 per Share, net to the seller in cash, without interest and less taxes required to be withheld, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 18, 2012 (the “*Offer to Purchase*”) and the related Letter of Transmittal (the “*Letter of Transmittal*”), copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B) (which, together with the Offer to Purchase, as each may be amended and supplemented from time to time, constitute the “*Offer*”). The Schedule TO (including the Offer to Purchase) filed with the SEC by CB Transaction Corp., a Delaware corporation (“*Offeror*”), Thomcorp Holdings Inc., a Delaware corporation (“*Thomcorp*”), and Thomson Reuters Corporation (“*Thomson Reuters*”), on July 18, 2012, as amended by this Amendment No. 5 and the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC by FX on July 18, 2012, as amended or supplemented from time to time, contain important information about the Offer, all of which should be read carefully by FX stockholders before any decision is made with respect to the Offer. The Offer is made pursuant to the Agreement and Plan of Merger, dated as of July 8, 2012 (as it may be amended from time to time, the “*Merger Agreement*”), by and among Thomcorp, Offeror, FX and, solely with respect to Section 9.13 of the Merger Agreement, Thomson Reuters.

Documentation relating to the Offer has been mailed to FX stockholders and may be obtained at no charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) and may also be obtained at no charge by directing a request by mail to Georgeson Inc., the Information Agent for the Offer, at 199 Water Street, 26th Floor, New York, NY 10038, or by calling toll-free at (866) 277-8239.

All information set forth in the Offer to Purchase and the related Letter of Transmittal is incorporated by reference herein in response to Items 1 through 9 and Item 11 of the Schedule TO, and is supplemented by the information specifically provided in this Amendment. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Offer to Purchase or in the Schedule TO.

#### **Items 11.**

Section 16 – “Certain Legal Matters; Regulatory Approvals” of the Offer to Purchase is hereby amended and supplemented by adding the following paragraph to the end of the sub-section captioned “Financial Services Authority Consent”:

“On August 14, 2012, the FSA approved the change in control application concerning FX’s subsidiary in the United Kingdom, FX Alliance Limited. As a result, the condition of the Offer related to the approval of the FSA has been satisfied. This approval is effective as long as the change of control takes place within three months of the date of this approval, and such approval must be extended if the Merger is not effected by November 14, 2012. On August 15, 2012, Thomson Reuters and FX issued a joint press release announcing the FSA approval, a copy of which is filed as Exhibit (a)(5)(Q) to the Schedule TO.”

#### **Items 12.**

Item 12 of the Schedule TO is amended and supplemented by adding the following exhibit:

<b>Exhibit Number</b>	<b>Document</b>
(a)(5)(Q)	Joint Press Release, dated August 15, 2012, issued by Thomson Reuters and FX.

[Remainder of the page is intentionally left blank]

## SIGNATURES

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: August 15, 2012

CB TRANSACTION CORP.

By: /s/ Priscilla C. Hughes

Name: Priscilla C. Hughes

Title: Vice President and Secretary

Dated: August 15, 2012

THOMCORP HOLDINGS INC.

By: /s/ Priscilla C. Hughes

Name: Priscilla C. Hughes

Title: Vice President and Assistant Secretary

Dated: August 15, 2012

THOMSON REUTERS CORPORATION

By: /s/ Marc E. Gold

Name: Marc E. Gold

Title: Assistant Secretary

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## EXHIBIT INDEX

Exhibit Number	Document
(a)(1)(A)	Offer to Purchase, dated July 18, 2012.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and other Nominees.*
(a)(1)(F)	Form of Summary Advertisement as published in <i>The Wall Street Journal</i> on July 18, 2012.*
(a)(5)(A)	Joint Press Release, dated July 9, 2012, issued by Thomson Reuters and FX (incorporated by reference to the Schedule TO-C filed by Offeror, Thomcorp and Thomson Reuters with the SEC on July 9, 2012).*
(a)(5)(B)	Press Release, dated July 18, 2012, issued by Thomson Reuters.*
(a)(5)(C)	Class Action Complaint dated July 13, 2012 (Rubin v. FX Alliance Inc., et al.).*
(a)(5)(D)	Press Release, dated July 24, 2012, issued by FX (incorporated by reference to Exhibit (a)(5)(D) to the Schedule 14D-9/A filed by FX with the SEC on July 24, 2012).*
(a)(5)(E)	Class Action Complaint, dated July 19, 2012 (Dart Seasonal Products Retirement Plan, individually and on behalf all others similarly situated v. FX Alliance Inc. et al.) (incorporated by reference to Exhibit (a)(5)(E) to the Schedule 14D-9/A filed by FX with the SEC on July 24, 2012).*
(a)(5)(F)	Amended Class Action Complaint, dated July 24, 2012 (Dart Seasonal Products Retirement Plan, individually and on behalf all others similarly situated v. FX Alliance Inc. et al.).*
(a)(5)(G)	Amended Class Action Complaint, dated July 24, 2012 (Rubin v. FX Alliance Inc., et al.).*
(a)(5)(H)	Joint Press Release, dated July 31, 2012, issued by Thomson Reuters and FX.*
(a)(5)(I)	Stipulation of Voluntary Discontinuance Without Prejudice, dated July 26, 2012 (Michael Rubin, on Behalf of Himself and All Others Similarly Situated vs. FX Alliance Inc., et al.).*
(a)(5)(J)	Stipulation of Voluntary Discontinuance Without Prejudice, dated July 26, 2012 (Dart Seasonal Products Retirement Plan, on Behalf of Itself and All Others Similarly Situated vs. FX Alliance Inc., et al.).*
(a)(5)(K)	Class Action Complaint, dated July 27, 2012 (Michael Rubin, on Behalf of Himself and All Others Similarly Situated vs. FX Alliance Inc., et al.).*
(a)(5)(L)	Excerpt of Press Release announcing second-quarter 2012 earnings results, dated July 31, 2012, issued by Thomson Reuters.*
(a)(5)(M)	Excerpt of presentation, dated July 31, 2012, regarding the second-quarter 2012 earnings release of Thomson Reuters.*
(a)(5)(N)	Excerpt of transcript of conference call held by Thomson Reuters on July 31, 2012, regarding the second-quarter 2012 earnings release of Thomson Reuters.*
(a)(5)(O)	Joint Press Release, dated August 9, 2012, issued by Thomson Reuters and FX.*
(a)(5)(P)	Memorandum of Understanding, in re: <i>Rubin v. FX Alliance Inc.</i> , C.A. No. 7730-VCP, dated August 9, 2012 (incorporated by reference to Exhibit (a)(5)(L) to the Schedule 14D-9/A filed by FX with the SEC on August 9, 2012).*
(a)(5)(Q)	Joint Press Release, dated August 15, 2012, issued by Thomson Reuters and FX.
(b)(1)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of July 8, 2012, by and among Thomcorp, Offeror, Thomson Reuters (solely with respect to Section 9.13) and FX (incorporated by reference to Exhibit 2.1 to FX's Current Report on Form 8-K, File No. 1-35423, filed with the SEC on July 11, 2012).*
(d)(2)	Tender and Support Agreement, dated as of July 8, 2012, by and among Thomcorp, Offeror, TCV VI, L.P. and TCV Member Fund, L.P.*
(d)(3)	Tender and Support Agreement, dated as of July 8, 2012, by and among Thomcorp, Offeror, and John W. Cooley.*
(d)(4)	Tender and Support Agreement, dated as of July 8, 2012, by and among Philip Z. Weisberg, in his individual capacity and in his capacity as the sole trustee of Philip Z. Weisberg 2012 Grantor Retained Annuity Trust.*

- (d)(5) Confidentiality Agreement, dated June 28, 2012, between FX and Thomson Reuters (Markets) LLC.\*
- (d)(6) Letter re: Partial Waiver of Lock-Up Agreement, dated July 26, 2012, from Merrill Lynch and GS to Technology Crossover Ventures.\*
- (d)(7) Letter re: Partial Waiver of Lock-Up Agreement, dated July 26, 2012, from Merrill Lynch and GS to John W. Cooley.\*
- (d)(8) Letter re: Partial Waiver of Lock-Up Agreement, dated July 26, 2012, from Merrill Lynch and GS to Philip Z. Weisberg and Philip Z. Weisberg as trustee for the Philip Z. Weisberg 2012 Grantor Annuity Trust.\*
- (d)(9) Letter re: Partial Waiver of Lock-Up Agreement, dated July 26, 2012, from Merrill Lynch and GS to certain stockholders of FX.\*
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed.



## NEWS RELEASE

FOR IMMEDIATE RELEASE

### Thomson Reuters and FXall Announce FSA Approval

**NEW YORK, August 15, 2012.** Thomson Reuters (TSX / NYSE: TRI), the world's leading source of intelligent information for businesses and professionals, and FXall (NYSE:FX), the leading independent global provider of electronic foreign exchange trading solutions to corporations and asset managers, today announced that Thomson Reuters and all relevant affiliates have received formal approval from the Financial Services Authority in the United Kingdom (the "FSA") to the change of control of a subsidiary of FXall. Approval from the FSA satisfies one of the conditions necessary for the consummation of the tender offer. Thomson Reuters and FXall previously announced the satisfaction of the condition relating to the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Accordingly, all of the regulatory conditions of the tender offer, as described in the merger agreement, have been satisfied.

The tender offer is scheduled to expire at 5:00 p.m., New York City time, on Friday, August 17, 2012, unless extended in accordance with the merger agreement and the applicable rules and regulations of the Securities and Exchange Commission ("SEC"). The closing of the tender offer remains subject to other customary terms and conditions described in the tender offer statement on Schedule TO filed with the SEC on July 18, 2012 (as amended), including the tender of at least a majority of the outstanding shares of FXall common stock on a fully diluted basis. Following the purchase of the shares in the tender offer, FXall will become a subsidiary of Thomson Reuters.

The Depositary for the tender offer is Computershare, Inc., c/o Voluntary Corporate Actions, P.O. Box 43011, Providence, RI 02940-3011. The Information Agent for the tender offer is Georgeson Inc., 199 Water Street, 26th Floor, New York, NY 10038. The tender offer materials may be obtained at no charge by directing a request by mail to Georgeson Inc. or by calling toll-free at (866) 277-8239, and may also be obtained at no charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

Based on information received from the Depositary, as of 5:00 p.m., New York City time, on Tuesday, August 14, 2012, approximately 15,379,573 shares of FXall common stock had been tendered and not withdrawn from the offer. This amount constitutes approximately 45.95% of FXall's outstanding shares on a fully diluted basis.

#### Thomson Reuters

Thomson Reuters is the world's leading source of intelligent information for businesses and professionals. We combine industry expertise with innovative technology to deliver critical information to leading decision makers in the financial and risk, legal, tax and accounting, intellectual property and science and media markets, powered by the world's most trusted news organization. With headquarters in New York and major operations in London and Eagan, Minnesota, Thomson Reuters employs approximately 60,000 people and operates in over 100 countries. Thomson Reuters shares are listed on the Toronto and New York Stock Exchanges. For more information, go to [www.thomsonreuters.com](http://www.thomsonreuters.com).

#### FXall

FXall is the leading independent global provider of electronic foreign exchange trading solutions, with over 1,000 institutional clients worldwide. FXall's offices in New York, Boston, Washington, London, Zurich, Hong Kong, Tokyo, Singapore, Sydney and Mumbai serve the needs of active traders, asset managers, corporate treasurers, banks, broker-dealers and prime brokers. For more information on FXall, visit [www.fxall.com](http://www.fxall.com).

#### Important Information

*This news release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any of the FXall common shares. The offer to buy the outstanding shares of common stock of FXall is being made pursuant to a tender offer statement on Schedule TO containing an offer to purchase, form of letter of transmittal and related materials filed by CB Transaction Corp. with the Securities and Exchange Commission on July 18, 2012. FXall has filed a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer with the Securities and Exchange Commission. **The tender offer statement (including the offer to purchase, related letter of transmittal and other tender offer documents) and the solicitation/recommendation statement, as they may be amended from time to time, contain important information that should be read carefully before making any decision to tender securities in the tender offer.** These materials have been or will be sent free of charge to all stockholders of FXall. Shareholders may also obtain a free copy of these materials (and all other tender offer documents filed with the Securities and Exchange Commission) on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov). The Schedule TO (including the offer to purchase and related materials) and the Schedule 14D-9 (including the solicitation/recommendation statement), may also be obtained for free by contacting Georgeson Inc., the information agent for the tender offer, toll-free at (866) 277-8239.*

#### Thomson Reuters Cautionary Note Regarding Forward Looking Statements

*Certain statements in this press release are forward looking. Such statements may include, but are not limited to, statements about the benefits of combining Thomson Reuters and FXall's electronic foreign exchange trading activities including future financial and operating results, the timing for the closing of the acquisition, satisfaction of the conditions necessary for the consummation of the tender offer, the combined company's plans, objectives, expectations and intentions and other statements that are not historical facts. There can be no assurance that the acquisition of FXall will be completed. These forward-looking statements are based on certain assumptions and reflect current expectations. As a result, 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 that Thomson Reuters from time to time files with, or furnishes to, the Canadian securities regulatory authorities and the SEC. Thomson Reuters annual and quarterly reports are also available in the "Investor Relations" section of [www.thomsonreuters.com](http://www.thomsonreuters.com). There is no assurance that any forward-looking statements will materialize. You are cautioned not to place undue reliance on forward-looking statements, which reflect expectations only as of the date of this filing.*

#### FXall Cautionary Note Regarding Forward-Looking Statements

*Certain statements in this press release constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of FXall to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Any statements that refer to expectations or other characterizations of future events, circumstances or results, including, without limitation, all statements related to the proposed business combination transaction and related transactions and the outlook for FXall's businesses, performance and opportunities and regulatory approvals, the anticipated timing of filings and approvals relating to the transaction; the expected timing of the completion of the transaction; the ability to complete the transaction considering the various closing conditions; and any assumptions underlying any of the foregoing. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties and are cautioned not to place undue reliance on these forward-looking statements. Actual results may differ materially from those currently anticipated due to a number of risks and uncertainties, including uncertainties as to the timing of the tender offer and business combination; uncertainties as to how many of FXall's stockholders will tender their stock in the offer; the possibility that competing offers will be made; the possibility that various closing conditions for the transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; the effects of disruption from the transaction making it more difficult to maintain relationships with employees, customers, other business partners or governmental entities; other business effects, including the effects of industry, economic or political conditions outside of FXall's control; transaction costs; actual or contingent liabilities; and other risks and uncertainties discussed in documents filed with the SEC by FXall from time to time, as well as the tender offer documents filed by Thomson Reuters and the solicitation/recommendation statement filed by FXall. Investors and security holders are able to obtain free copies of the documents filed with the SEC by FXall on the Investor Relations section of FXall website at [www.fxall.com](http://www.fxall.com). FXall does not undertake any obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law.*

## CONTACTS

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