## SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

NEWSEDGE CORPORATION
(Name of Subject Company (Issuer))

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INFOBLADE ACQUISITION CORPORATION (OFFEROR)

THE THOMSON CORPORATION (PARENT)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

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COMMON STOCK, PAR VALUE \$0.01 PER SHARE (TITLE OF CLASS OF SECURITIES)

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652 49 Q 10 6 (CUSIP NUMBER OF CLASS OF SECURITIES)

EDWARD A. FRIEDLAND, ESQ.
DEPUTY GENERAL COUNSEL
THE THOMSON CORPORATION
METRO CENTER, ONE STATION PLACE
STAMFORD CONNECTICUT 06902
TELEPHONE (203) 969-8700

TELEPHONE (203) 969-8700
(Name, address and telephone number of persons authorized to receive notices and communications on behalf of filing persons)

### COPIES TO:

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JOSEPH J. ROMAGNOLI, ESQ. LEE J. HIRSCH, ESQ. TORYS 237 PARK AVENUE NEW YORK, NEW YORK 10017-3142 (212) 880-6000

/ 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: Form or Registration No.: Filing Party: Date Filed:

// 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:  $/\mathrm{X}/$ 

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This Amendment No. 3 (the "Final Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed on August 21, 2001 with the Securities and Exchange Commission by InfoBlade Acquisition Corporation, a Delaware corporation ("Purchaser") and an indirect wholly owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("Thomson"). The Schedule TO relates to the offer by Purchaser to purchase all the outstanding shares of common stock, par value \$0.01 ("Shares"), of NewsEdge Corporation, a Delaware corporation ("NewsEdge"), at a purchase price of \$2.30 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 21, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1) and (a)(2), respectively to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer") and which are hereby incorporated by reference. Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Offer to Purchase or in the Schedule TO.

### ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

At 12:00 midnight, New York City time on Tuesday, September 25, 2001, the Offer expired. All conditions to the Offer have been satisfied. Based on the latest available data, 17,687,928 Shares were tendered pursuant to the Offer, of which 463,118 were tendered pursuant to notices of guaranteed delivery. Such Shares constituted approximately 95% of the outstanding Shares. All Shares validly tendered and not withdrawn prior to the expiration of the Offer were accepted for payment. A copy of a press release announcing the expiration of the Offer and the acceptance of validly tendered Shares is attached hereto as Exhibit (a)(11), which is incorporated by reference herein.

#### ITEM 12. MATERIALS TO BE FILED AS EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following information:

(a)(11) Press Release issued by Thomson on September 26, 2001.

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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.

Dated: September 26, 2001 INFOBLADE ACQUISITION CORPORATION

By: /s/ EDWARD A. FRIEDLAND

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Name: Edward A. Friedland

Title: Vice President and Secretary

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: September 26, 2001 THE THOMSON CORPORATION

By: /s/ MICHAEL S. HARRIS

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Name: Michael S. Harris Title: Senior Vice President, General Counsel and Secretary

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EXHIBIT NO. ---
  --- (a)(1)
   Offer to
Purchase dated
  August 21,
2001.* (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,
 dated August
21, 2001.* (a)
  (5) Form of
   Letter to
Clients for Use
  by Brokers,
   Dealers,
  Commercial
 Banks, Trust
 Companies and
other Nominees,
 dated August
21, 2001.* (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
  August 21,
 2001.* (a)(8)
  Joint Press
Release issued
by Thomson and
  NewsEdge on
   August 7,
 2001.* (a)(9)
Press Release
   issued by
  Thomson on
  August 21,
2001.* (a)(10)
Press Release
   issued by
  Thomson on
 September 18,
2001.** (a)(11)
 Press Release
   issued by
  Thomson on
 September 26,
2001. (b) None.
    (d)(1)
 Agreement and
Plan of Merger,
  dated as of
August 6, 2001,
among Thomson,
Purchaser and
NewsEdge. (The
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exhibits and
 schedules to
 the Agreement
 and Plan of
Merger are not
filed as part
    of this
Schedule TO. A
 list briefly
identifying the
contents of the
    omitted
 exhibits and
  schedules
appears in the
   table of
contents to the
Agreement and
Plan of Merger.
  Thomson and
  Purchaser
 undertake to
   furnish
supplementally
a copy of any
omitted exhibit
or schedule to
the Commission
upon request.)*
    (d)(2)
Confidentiality
Agreement dated
May 16, 2001,
   between
  Broadview
International
LLC, on behalf
 of NewsEdge,
and West Group,
an affiliate of
Thomson.* (d)
      (3)
 Stockholders
  Agreement,
dated August 6,
  2001, among
   Thomson,
Purchaser and
each of Ronald
Benanto, Rory
J. Cowan, James
 D. Daniell,
   Murat H.
Davidson, Jr.,
  William A.
  Devereaux,
  Michael E.
  Kolowich,
  Donald L.
   McLagan,
 Clifford M.
 Pollan, Basil
 P. Regan and
Peter Woodward
(collectively,
 the "Selling
Stockholders"),
 together with
  Schedule I
  relating to
 each Selling
 Stockholder.
(d)(4) Amended
 and Restated
  Executive
  Employment
  Agreement,
dated August 6,
 2001 between
 NewsEdge and
    Ronald
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Benanto.\* (d) (5) Amended and Restated Executive **Employment** Agreement, dated August 6, 2001 between NewsEdge and John Crozier.\* (d)(6) Amended and Restated Executive **Employment** Agreement, dated August 6, 2001 between NewsEdge and Thomas Karanian.\* (d) (7) Amended and Restated Executive **Employment** Agreement, dated August 6, 2001 between NewsEdge and Lee Phillips.\*

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**EXHIBIT** NO. -------- (d) (8) Amended and Restated Executive **Employment** Agreement, dated August 6, 2001 between NewsEdge and Clifford Pollan.\* (d)(9)Amended and Restated Executive **Employment** Agreement, dated August 6, 2001 between NewsEdge and David Scott.\* (d)(10)Amended and Restated Executive **Employment** Agreement, dated August 6, 2001 between

> NewsEdge and Charles

White.\* (d)(11) Àménded and Restated Executive **Employment** Agreement, dated August 6, 2001 between NewsEdge and Alton Zink.\* (g) None. (h) None.

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\* Incorporated by reference to Thomson's Schedule TO previously filed on August 21, 2001.

\*\* Incorporated by reference to Thomson's Schedule TO/A (Amendment No. 2) previously filed on September 18, 2001.

THE THOMSON CORPORATION
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**NEWS RELEASE** 

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david.scott@newsedge.com

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# THE THOMSON CORPORATION ANNOUNCES COMPLETION OF CASH TENDER OFFER FOR NEWSEDGE CORPORATION

TORONTO, SEPTEMBER 26, 2001--The Thomson Corporation (TSE:TOC) announced today the completion of the cash tender offer by its indirect wholly owned subsidiary, InfoBlade Acquisition Corporation, for all of the outstanding shares of common stock of NewsEdge Corporation (NASDAQ:NEWZ). InfoBlade has accepted for purchase and payment all shares of NewsEdge common stock validly tendered and not properly withdrawn prior to the expiration of the cash tender offer.

The tender offer expired, as scheduled, at 12:00 midnight (EDT) on Tuesday, September 25, 2001. Based on a preliminary count; approximately 17,687,928 shares (including through notices of guaranteed delivery) of NewsEdge common stock (constituting approximately 95% of the issued and outstanding shares of NewsEdge common stock) had been validly tendered and not withdrawn. All of the conditions to complete the cash tender offer have been satisfied. InfoBlade shall promptly pay US\$2.30 per share, net to the seller in cash, for all of the shares of NewsEdge common stock validly tendered and not properly withdrawn prior to the expiration of the cash tender offer.

In the second step of the acquisition, Thomson plans to merge InfoBlade and NewsEdge, with NewsEdge as the continuing entity. As a result, each share of NewsEdge common stock not previously purchased in the tender offer will be converted into the right to receive US\$2.30 per share, net to the seller in cash, except for those shares held by NewsEdge stockholders who seek appraisal of their shares pursuant to applicable provisions of Delaware law. Under applicable law, the proposed merger is not subject to the approval of the remaining outstanding stockholders of NewsEdge.

The Thomson Corporation (www.thomson.com), with 2000 revenues of approximately US\$6 billion, is a leading, global e-information and solutions company in the business and professional marketplace. The Corporation's common shares are listed on the Toronto and London stock exchanges.