

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

(Amendment No. 8)

AND

SCHEDULE 13D  
under the Securities Exchange Act of 1934

(Amendment No. 1)

PRIMARK CORPORATION  
(Name of Subject Company (Issuer))

MARQUEE ACQUISITION CORPORATION  
THE THOMSON CORPORATION  
(Names of Filing Persons (Offerors))

Common Stock, No Par Value Per Share  
(Title of Class of Securities)

741903108  
(CUSIP Number of Class of Securities)

Michael S. Harris, Esq.  
The Thomson Corporation  
Metro Center at 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:  
David W. Heleniak, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$913,518,708	\$182,703.74

\* Estimated for purposes of calculating the amount of the filing fee only.  
Calculated by multiplying \$38.00, the per share tender offer price, by  
24,039,966, the sum of the 20,308,103 currently outstanding shares of  
Common Stock sought in the Offer and the 3,731,863 shares of Common Stock  
subject to options that vested as of June 12, 2000.

\*\* Calculated as 1/50 of 1% of the transaction value.

[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: \$182,703.74 Filing Party: The Thomson Corporation,  
Marquee Acquisition  
Corporation  
Form or Registration No.: Schedule TO Date Filed: June 14, 2000

[ ] 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  
  
MARQUEE ACQUISITION CORPORATION  
  
Tax ID Number: N.A.  
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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 if Disclosure of Legal Proceedings is Required Pursuant to  
Items 2(d) or 2(e). :  
-----

6 Citizenship or Place of Organization  
  
Michigan  
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	7	Sole Voting Power	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	Shared Voting Power	
			19,607,413
	9	Sole Dispositive Power	
			0
	10	Shared Dispositive Power	
			19,607,413

-----  
11 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
19,607,413  
-----

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) :  
-----

13 Percent of Class Represented by Amount in Row (11)  
  
96.5%  
-----

14 Type of Reporting Person (See Instructions)  
  
CO  
-----

-----  
1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
The Thomson Corporation  
  
Tax ID Number: 98/0176673  
-----

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 if Disclosure of Legal Proceedings is Required Pursuant to  
Items 2(d) or 2(e). :  
-----

6 Citizenship or Place of Organization  
  
Ontario, Canada  
-----

	7	Sole Voting Power	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	Shared Voting Power	
			19,607,413
	9	Sole Dispositive Power	
			0
	10	Shared Dispositive Power	
			19,607,413

-----  
11 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
19,607,413  
-----

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) :  
-----

13 Percent of Class Represented by Amount in Row (11)  
  
96.5%  
-----

14 Type of Reporting Person (See Instructions)  
  
CO  
-----

This Amendment No. 8 (the "Final Amendment") amends and supplements the Tender Offer Statement on Schedule T0 filed with the Securities and Exchange Commission on June 14, 2000 (the "Schedule T0"), by Marquee Acquisition Corporation, a Michigan corporation ("Purchaser") and an indirect wholly owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("Thomson"). The Schedule T0 relates to the offer by Purchaser to purchase all outstanding shares of Common Stock, no par value, including associated common stock purchase rights (together, the "Shares"), of Primark Corporation, a Michigan corporation (the "Company"), at a purchase price of \$38.00 per Share, net to each seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 14, 2000 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1) and (a)(2) to the Schedule T0 (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 Rule 13(d) of the Act with respect to all securities acquired by the purchaser in the Offer. Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Offer to Purchase or in the Schedule T0.

Item 8. Interest in Securities of the Subject Company.

Item 8 of the Schedule T0 is hereby amended and supplemented by the following:

At 5:00 p.m., Eastern Daylight Time, on Tuesday, September 12, 2000, the Offer expired. Based on a preliminary count, approximately 19,607,413 Shares were tendered pursuant to the Offer, of which 819,532 were tendered pursuant to notices of guaranteed delivery. Such Shares constituted approximately 96.5% of the outstanding shares. On September 12, 2000, effective as of 5:01 p.m. EDT, 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)(15), which is incorporated by reference herein.

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 13, 2000

MARQUEE ACQUISITION CORPORATION

By: /s/ Michael S. Harris

-----  
Name: Michael S. Harris  
Title: Vice President

THE THOMSON CORPORATION

By: /s/ Michael S. Harris

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

EXHIBIT INDEX

Exhibit No.

- (a)(1) Offer to Purchase, dated June 14, 2000.\*
- (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 Wall Street Journal on June 14, 2000.\*
- (a)(8) Joint Press Release issued by Thomson and the Company on June 5, 2000.\* (a)(9) Press Release issued by Thomson on June 22, 2000.\*\*
- (a)(10) Joint Press Release issued by Thomson and the Company on June 28, 2000.\*\*\*
- (a)(11) Press Release issued by Thomson on July 12, 2000.\*\*\*\*
- (a)(12) Press Release issued by Thomson on August 2, 2000.\*\*\*\*\*
- (a)(13) Press Release issued by Thomson on August 30, 2000.\*\*\*\*\*
- (a)(14) Press Release issued by Thomson on September 1, 2000.\*\*\*\*\*
- (a)(15) Press Release issued by Thomson on September 13, 2000.
- (b) None.
- (c) None.
- (d)(1) Agreement and Plan of Merger, dated as of June 5, 2000, among Thomson, Purchaser and the Company.\*
- (d)(2) Confidentiality Agreement dated April 4, 2000, between Thomson and the Company.\*
- (d)(3) Shareholders Agreement, dated June 5, 2000, among Thomson, Purchaser, Joseph E. Kasputys, Stephen H. Curran and Michael R. Kargula.\*
- (d)(4) Guarantee, dated June 5, 2000, of Thomson in favor of Joseph E. Kasputys.\*
- (d)(5) Letter Agreement, dated June 5, 2000, between Primark Corporation and Stephen H. Curran.\*
- (d)(6) Letter Agreement, dated June 5, 2000, between Primark Corporation and Michael R. Kargula.\*
- (d)(7) Letter Agreement, dated June 5, 2000, between Primark Corporation and Joseph E. Kasputys.\*
- (g) None.
- (h) None.

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\* Incorporated by reference to Thomson's Schedule T0, filed June 14, 2000.  
\*\* Incorporated by reference to Thomson's Schedule T0/A, filed June 23, 2000.  
\*\*\* Incorporated by reference to Thomson's Schedule T0/A, filed June 28, 2000.  
\*\*\*\* Incorporated by reference to Thomson's Schedule T0/A, filed July 13, 2000.  
\*\*\*\*\* Incorporated by reference to Thomson's Schedule T0/A, filed August 2, 2000.  
\*\*\*\*\* Incorporated by reference to Thomson's Schedule T0/A, filed August 30, 2000.  
\*\*\*\*\* Incorporated by reference to Thomson's Schedule T0/A, filed September 1, 2000.

The Thomson Corporation  
 Toronto Dominion Bank Tower, Suite 2706  
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 Toronto, Ontario M5K 1A1  
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 www.thomson.com

[LOGO OMITTED]

## News Release

## Investor Contact:

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 jason.stewart@thomson.com

## For Immediate Release

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 THE THOMSON CORPORATION COMPLETES  
 EQUITY TENDER OFFER FOR PRIMARK  
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TORONTO, ONTARIO, September 13, 2000 -- The Thomson Corporation (TSE: TOC) announced today that Marquee Acquisition Corporation (a wholly-owned subsidiary of Thomson formed solely for the purpose of acquiring Primark's shares) has completed its cash tender offer for all of the outstanding shares of common stock of the Primark Corporation (NYSE/PCX: PMK).

The tender offer expired, as scheduled, at 5:00 P.M. Eastern Daylight Time (EDT) on Tuesday, September 12, 2000. Based on a preliminary count, 19,607,413 shares of Primark common stock (constituting approximately 96.5% of the outstanding common stock) had been tendered and not withdrawn.

As of 5:00 P.M. EDT on Tuesday, September 12, 2000, US\$150 million in the aggregate principal amount of the Primark 9 1/4% Senior Subordinated Notes due 2008 (the "Notes") (constituting 100% of the outstanding Notes) had been tendered and not withdrawn. The offer to acquire all of the outstanding Notes is scheduled to expire on Wednesday, September 13, 2000 at 5:00 p.m. EDT. The total purchase price will be US\$1,114.65 per US\$1,000 principal amount of Notes, which includes a consent payment of US\$10.00.

In the proposed second step of the acquisition, Thomson plans to merge Marquee with and into Primark. As a result, each share of Primark common stock not previously purchased in the tender offer will be converted into the right to receive US\$38.00 per share. The proposed merger is not subject to the approval of the remaining outstanding shareholders of Primark.

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2 of 2  
 The Thomson Corporation  
 Completes Tender Offer

Primark will become part of Thomson Financial, a provider of e-information services and integrated work solutions to the worldwide financial community. Primark (www.primark.com), with 1999 revenues of US\$495 million, is a leading provider of financial and economic information products and solutions to financial, corporate and government decision-makers worldwide. With this acquisition, Thomson is taking another significant step toward strengthening its global information offerings, in particular, the content and software applications Thomson provides to the financial services market.

Thomson Financial is a US\$1.44 billion provider of e-information services and integrated work solutions to the worldwide financial community. Through the widest range of products and services in the industry, Thomson

Financial helps clients in more than 70 countries make better decisions, be more productive and achieve superior results. For more information on Thomson Financial visit ([www.thomsonfinancial.com](http://www.thomsonfinancial.com)).

Thomson Financial is part of The Thomson Corporation ([www.thomson.com](http://www.thomson.com)). With 1999 revenues of US\$5.8 billion, The Thomson Corporation is a leading, global e-information and solutions company in the business and professional marketplace. Thomson's common shares are listed on the Toronto and London Stock Exchanges.

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THIS NEWS RELEASE INCLUDES FORWARD-LOOKING STATEMENTS, WHICH ARE BASED ON THE CORPORATION'S CURRENT EXPECTATIONS AND ASSUMPTIONS, AND ARE SUBJECT TO A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO MATERIALLY DIFFER FROM THOSE ANTICIPATED. SUCH RISKS AND UNCERTAINTIES INCLUDE, AMONG OTHERS, GENERAL BUSINESS AND ECONOMIC CONDITIONS AND COMPETITIVE ACTIONS.