

VITAL IMAGES INC  
Form SC TO-C  
April 27, 2011

**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

---

**VITAL IMAGES, INC.**

(Name of Subject Company)

---

**MAGENTA CORPORATION**

a wholly-owned direct subsidiary of

**TOSHIBA MEDICAL SYSTEMS CORPORATION**

a wholly-owned direct subsidiary of

**TOSHIBA CORPORATION**

(Names of Filing Persons Offeror)

**Common Stock, Par Value \$0.01 per share**

(Title of Class of Securities)

**92846N104**

(CUSIP Number of Class of Securities)

---

**Toshio Takiguchi**

**General Manager**

**Business Development Department**

**Toshiba Medical Systems Corporation**

**1385 Shimoishigami, Otawara-shi, Tochigi 324-8550, Japan**

**Tel: 81-287-26-5067**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

---

**with copy to:**

**Robert E. Spatt**

**Mark D. Pflug  
Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017-3954**

**Telephone: (212) 455-2000**

**CALCULATION OF FILING FEE**

Edgar Filing: VITAL IMAGES INC - Form SC TO-C

**Transaction Valuation\***  
Not Applicable

**Amount of Filing Fee\***  
Not Applicable

---

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

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 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.

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Descriptions</b>   |
|---------------------------|---|
| 99.1                      | Joint press release issued by Vital Images, Inc. and Toshiba Medical Systems Corporation. |