

DICKS SPORTING GOODS INC

Form SC TO-C

June 22, 2004

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**UNITED STATES
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**

GALYAN S TRADING COMPANY, INC.

(Name of Subject Company (issuer))

**DIAMONDBACKS ACQUISITION INC.
a wholly-owned subsidiary of
DICK S SPORTING GOODS, INC.**

(Names of Filing Persons (offeror))

Common Stock, no par value

(Title of Class of Securities)

36458R101

(CUSIP Number of Class of Securities)

**William R. Newlin, Esq.
Executive Vice President and Chief Administrative Officer
300 Industry Drive
RIDC Park West
Pittsburgh, PA 15275
(724) 273-3400**

**Copies to:
Lewis U. Davis, Jr., Esq.
Jeremiah G. Garvey, Esq.
Buchanan Ingersoll PC
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219
(412) 562-8800**

(Name, address, and telephone numbers of person authorized
to receive notices and communications on behalf of filing persons)

þ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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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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Item 12. Exhibits.

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Slide Presentation

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- (a)(5)(A) Merger Overview slide presentation by Dick's Sporting Goods, Inc.
- (a)(5)(B) Electronic Mail Announcement to Dick's Sporting Goods, Inc. Associates regarding the Offer and the Merger.

Exhibit Index

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- (a)(5)(B) Electronic Mail Announcement to Dick's Sporting Goods, Inc. Associates regarding the Offer and the Merger.