

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

Amendment No. 2

to

SCHEDULE TO

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

FRANKLIN COVEY CO.

(Name of Subject Company (Issuer))

FRANKLIN COVEY CO.

(Name of Filing Person (Issuer))

COMMON STOCK, \$0.05 PAR VALUE PER SHARE

(Title of Class of Securities)

353469109

(CUSIP Number of Class of Securities)

Robert A. Whitman

Chairman and Chief Executive Officer

Franklin Covey Co.

2200 West Parkway Boulevard

Salt Lake City, UT 84119-2331

(801) 817-1776

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

With a copy to:

Nolan S. Taylor

David Marx

Dorsey & Whitney LLP

136 South Main Street, 10th Floor

Salt Lake City, UT 84101

(801) 933-7360

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

\$34,999,982.50

AMOUNT OF FILING FEE**

\$3,524.50

*Estimated solely for purposes of calculating the filing fee only, this amount is based on the purchase of 1,971,830 shares of common stock at the maximum tender offer price of \$17.75.

**The amount of the filing fee calculated in accordance with Rule 0-11 of the Exchange Act, equals 100.70 per million of the value of the transaction.

x 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:

3,524.50

Filing Party:

Franklin Covey Co.

Form or Registration No.:

005-43123

Date Filed:

December 14, 2015

o Check 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:

third-party tender offer subject to Rule 14d-1

going-private transaction subject to Rule 13e-3

issuer tender offer subject to Rule 13e-4

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.

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Issuer Tender Offer Statement on Schedule TO (the “Schedule TO”) filed initially on December 14, 2015, relating to the offer by Franklin Covey Co., a Utah corporation (the “Company”), to purchase for cash up to \$35,000,000 in value of shares of its common stock, \$0.05 par value per share, at a price not greater than \$17.75 per share nor less than \$15.50 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 14, 2015, and the related Letter of Transmittal (which together, as they may be amended and supplemented from time to time, constitute the “Offer”). All information in the Offer, including all exhibits thereto, as filed previously with the Schedule TO, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided for herein.

Items 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented by inserting the following at the end thereof:

The Company has accepted the tendered shares for payment subject to the “odd lot” priority, proration and conditional tender provisions of the Offer. On January 13, 2016, the Company issued a press release announcing the preliminary results of the Offer, which expired at 11:59 p.m., New York City time, on January 12, 2016. A copy of the press release is filed as Exhibit (a)(5)(3) and is incorporated by reference herein.

Item 12. Exhibits

Item 12 is amended and supplemented to include the following exhibits:

(a)(5)(3) Press Release dated January 13, 2016.

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SIGNATURE

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.

FRANKLIN COVEY CO.

By: /s/ ROBERT A. WHITMAN
Name: Robert A. Whitman
Title: Chairman and Chief Executive Officer

Dated: January 13, 2016

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
(a)(1)(A)*	Offer to Purchase dated December 14, 2015.
(a)(1)(B)*	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)*	Letter to Participants in the Employee Stock Purchase Plan.
(a)(1)(G)*	Withdrawal Form to the Participants in the Employee Stock Purchase Plan.
(a)(1)(H)*	Letter to Shareholders.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(1)	Press Release dated December 8, 2015. (1)
(a)(5)(2)*	Press Release dated December 14, 2015.
(a)(5)(3)**	Press Release dated January 13, 2016.

- (b)(1) Amended and Restated Credit Agreement by and between JPMorgan Chase Bank, N.A. and Franklin Covey Co., dated March 14, 2011. (2)
- (b)(2) Amended and Restated Security Agreement by and among Franklin Covey Co., Franklin Development Corporation, Franklin Covey Travel, Inc., Franklin Covey Client Sales, Inc., and JPMorgan Chase Bank, N.A., dated March 14, 2011. (2)
- (b)(3) Amended and Restated Repayment Guaranty by and among Franklin Development Corporation, Franklin Covey Travel, Inc., Franklin Covey Client Sales, Inc., and JPMorgan Chase Bank, N.A., dated March 14, 2011. (2)
- (b)(4) Secured Promissory Note between Franklin Covey Co. and JPMorgan Chase Bank, N.A. for \$10.0 million revolving loan, dated March 14, 2011. (2)
- (b)(5) First Modification Agreement by and among JPMorgan Chase Bank, N.A. and Franklin Covey Co., dated March 13, 2012. (3)
- (b)(6) Consent and Agreement of Guarantor by and between Franklin Covey Co., Franklin Development Corporation, Franklin Covey Travel, Inc., Franklin Covey Client Sales, Inc. and JPMorgan Chase Bank, N.A., dated March 13, 2012. (3)
- (b)(7) Second Modification Agreement by and among JPMorgan Chase Bank, N.A. and Franklin Covey Co., dated June 15, 2012. (4)
- (b)(8) Consent and Agreement of Guarantor by and between Franklin Covey Co., Franklin Development Corporation, Franklin Covey Travel, Inc., Franklin Covey Client Sales, Inc. and JPMorgan Chase Bank, N.A., dated June 15, 2012. (4)
- (b)(9) Third Modification Agreement by and among JPMorgan Chase Bank, N.A. and Franklin Covey Co. dated March 25, 2013. (5)

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- (b)(10) Consent and Agreement of Guarantor by and between JPMorgan Chase Bank, N.A. and Franklin Covey Co. dated March 25, 2013. (5)
 - (b)(11) Fourth Modification Agreement by and among JPMorgan Chase Bank, N.A. and Franklin Covey Co. dated March 31, 2015. (6)
 - (b)(12) Consent and Agreement of Guarantor by and between JPMorgan Chase Bank, N.A. and Franklin Covey Co. dated March 31, 2015. (6)
 - (c) Not applicable.
 - (d)(1) Amended and Restated Shareholders Agreement dated March 8, 2005, between the Company and Knowledge Capital Investment Group. (7)
 - (d)(2) Amended and Restated Registration Rights Agreement dated March 8, 2005, between the Company and Knowledge Capital Investment Group. (7)
 - (d)(3) Form of Warrant to purchase shares of common stock issued by the Company to holders of shares of Series A Preferred Stock other than Knowledge Capital Investment Group. (7)
 - (d)(4) Warrant dated March 8, 2005, to purchase 5,913,402 shares of common stock issued by the Company to Knowledge Capital Investment Group. (7)
 - (d)(5) Franklin Covey Co. Amended and Restated 2000 Employee Stock Purchase Plan. (8)
 - (d)(6) Franklin Covey Co. 2004 Employee Stock Purchase Plan. (9)
 - (d)(7) Franklin Covey Co. Second Amended and Restated 1992 Stock Incentive Plan. (10)
 - (d)(8)* Letter Agreement with Knowledge Capital, dated December 14, 2015.
 - (d)(9) Forms of Nonstatutory Stock Options. (11)
 - (d)(10) Redemption Extension Voting Agreement between Franklin Covey Co. and Knowledge Capital Investment Group, dated October 20, 2005. (12)
 - (d)(11) Agreement dated July 26, 2011, between Franklin Covey Co., and Knowledge Capital Investment Group. (13)
 - (d)(12) Form of Change in Control Severance Agreement. (14)
 - (d)(13) Franklin Covey Co. 2015 Omnibus Incentive Plan. (15)
 - (e) Not applicable.
 - (f) Not applicable.
 - (g) Not applicable.
 - (h) Not applicable.

**Filed herewith.

- (1) Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Commission on December 8, 2015. (File No. 001-11107).
- (2) Incorporated by reference to Report on Form 8-K filed with the Commission on March 17, 2011. (File No. 001-11107).
- (3) Incorporated by reference to Report on Form 8-K filed with the Commission on March 15, 2012. (File No. 001-11107).
- (4) Incorporated by reference to Report on Form 10-Q filed July 10, 2008, for the Quarter ended May 31, 2008. (File No. 001-11107).

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- (5) Incorporated by reference to Report on Form 8-K filed with the Commission on March 27, 2013. (File No. 001-11107).
- (6) Incorporated by reference to Report on Form 8-K filed with the Commission on April 2, 2015. (File No. 001-11107).
- (7) Incorporated by reference to Exhibit 99.1, Exhibit 99.2, Exhibit 99.4 and Exhibit 99.5 to the Company's Current Report on Form 8-K filed with the Commission on March 10, 2005. (File No. 001-11107).
- (8) Incorporated by reference to the Company's Report on Form S-8 filed with the Commission on May 31, 2000, Registration No. 333-38172.
- (9) Incorporated by reference as Appendix A to the Company's Definitive Proxy Statement filed with the Commission on February 1, 2005. (File No. 001-11107).
- (10) Incorporated by reference to Registration Statement on Form S-1 filed with the Commission on January 3, 1994, Registration No. 33-73728.
- (11) Incorporated by reference to Registration Statement on Form S-1 filed with the Commission on April 17, 1992, Registration No. 33-47283.
- (12) Incorporated by reference to Report on Form 8-K filed with the Commission on October 24, 2005. (File No. 001-11107).
- (13) Incorporated by reference to Report on Form 8-K filed with the Commission on July 28, 2011. (File No. 001-11107).
- (14) Incorporated by reference to Report on Form 8-K filed with the Commission on March 14, 2012. (File No. 001-11107).
- (15) Incorporated by reference to Definitive Proxy Statement on Form DEF 14A (Appendix A) filed with the Commission on December 22, 2014. (File No. 001-11107).

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Franklin Covey Co. Announces Preliminary Results of Dutch Auction Tender Offer

SALT LAKE CITY, January 13, 2016—Franklin Covey Co. (NYSE: FC) today announced the preliminary results of its previously announced modified Dutch Auction tender offer, which expired at 11:59 p.m. New York City time, on Tuesday, January 12, 2016.

Based on the preliminary count by the depository for the tender offer, a total of 2,355,207 shares of the Company's common stock were properly tendered and not properly withdrawn in the tender offer, including 286,126 shares that were tendered through notice of guaranteed delivery.

The tender offer was oversubscribed. In accordance with the terms and conditions of the tender offer, and based on the preliminary count by the depository, the Company expects to repurchase 1,971,830 shares at \$17.75 per share on a pro rata basis, except for tenders of odd lots, which will be accepted in full, for a total cost of approximately \$35.0 million, excluding fees and expenses related to the tender offer. The Company has determined that the preliminary proration factor for the tender offer is approximately 83.6%. The shares expected to be repurchased represent approximately 12.16% of the Company's common stock outstanding as of November 27, 2015. As a result of the consummation of the tender offer, the Company expects that approximately 14,250,011 shares of common stock will be outstanding immediately following payment for the shares purchased in the tender offer.

The number of shares expected to be purchased in the tender offer and the proration factor referred to above are preliminary and subject to change. The final number of shares to be purchased will be announced following completion of the verification process. Payment for the shares accepted for purchase pursuant to the tender offer, and the return of all other shares tendered and not purchased, will occur promptly thereafter. Any shares validly tendered and not purchased due to proration or conditional tenders will be returned at the Company's expense promptly to the tendering shareholder.

Shareholders who tendered their shares by delivering a notice of guaranteed delivery prior to the expiration of the tender offer must deliver the related shares and required documents to the depository within three business days of their execution of the notice of guaranteed delivery.

B. Riley & Co., LLC is acting as the dealer manager for the tender offer and the information agent is Georgeson Inc. The depository institution is Zions Bank. For questions of information, please call the information agent toll-free at (800) 213-0473.

Forward-Looking Statements

This press release contains forward-looking statements related to, among other things, the Company's share repurchase through a Dutch Auction tender offer, and the Company's anticipated number of outstanding shares of common stock. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from those contemplated in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the Company may decide, for any number of reasons, not to pursue the tender offer, the conditions to any such tender offer may not be satisfied, market conditions and the price of the Company's stock may not be favorable, general economic conditions, the Company's cash needs, shareholders may not tender shares in response to the offer in sufficient numbers to make the tender offer advisable and other risks and uncertainties outlined in the Company's documents filed with the SEC, including the Company's most recent annual report on Form 10-K for the fiscal year ended August 31, 2015 as filed with the SEC. All forward-looking statements and other information in this press release are based upon information available as of the date of this press release. Such information may change or become invalid after the date of this press release, and, by making these forward-looking statements, the Company undertakes no obligation to update these statements after the date of this press release, except as required by law.

About Franklin Covey Co.

Franklin Covey Co. (NYSE:FC) (www.franklincovey.com), is a global provider of training and consulting services in the areas of leadership, productivity, strategy execution, customer loyalty, trust, sales performance, government, education and individual effectiveness. Over its history, Franklin Covey has worked with 90 percent of the Fortune 100, more than 75 percent of the Fortune 500, and thousands of small and mid-sized businesses, as well as numerous government entities and educational institutions. Franklin Covey has more than 40 direct and licensee offices providing professional services in over 150 countries.

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