

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

QAD INC.
(NAME OF SUBJECT COMPANY (ISSUER))

QAD INC. (ISSUER)
(NAME OF FILING PERSON (IDENTIFYING STATUS AS OFFEROR, ISSUER OR OTHER PERSON))

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(TITLE OF CLASS OF SECURITIES)

74727D 10 8
(CUSIP NUMBER OF CLASS OF SECURITIES)

ROLAND DESILETS, ESQ.
EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL
AND SECRETARY

QAD INC.
6450 VIA REAL
CARPINTERIA, CALIFORNIA 93013
(805) 684-6614
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF FILING PERSON)

COPIES TO:

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LOS ANGELES, CALIFORNIA 90064
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Calculation Of Filing Fee

Transaction Valuation

Amount of Filing Fee*

* Pursuant to General Instruction D to Schedule TO, no filing fee is required.

☐ 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: N/A

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A

☒ 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: ☐

SCHEDULE TO

This Issuer Tender Offer Statement on Schedule TO is filed by QAD Inc., a Delaware corporation ("QAD"), relating to preliminary communications regarding its planned offer to purchase 2,600,000 shares of its common stock, par value \$.001 per share, or such lesser number of shares as are properly tendered, at a price specified by QAD that is not in excess of \$5.25 per share nor less than \$4.75 per share, net to the seller in cash, without interest, at which QAD stockholders have indicated they are willing to sell their shares.

The solicitation and the offer to buy QAD's common stock will only be made pursuant to an Offer to Purchase and related materials that QAD will be sending out on or about March 21, 2003. Stockholders are strongly encouraged to read these materials carefully as they will contain important information, including various terms and conditions of the offer. Stockholders will be able to obtain the Offer to Purchase, the Letter of Transmittal and other filed documents free at the SEC's website at www.sec.gov and such documents will be delivered without charge to all stockholders of QAD.

This Issuer Tender Offer Statement Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934, as amended.

Item 12. Exhibits.

Exhibit No.	Description
(a)(5)	Press Release, dated March 20, 2003

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.

QAD INC.

By: /s/ *

Name:

Title:

* Pursuant to General Instruction D to Schedule TO, no signature is required.

QuickLinks

[SCHEDULE TO](#)

FOR IMMEDIATE RELEASE**For More Information, Contact:**

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QAD Offers To Buy Up To 2.6 Million Shares Of Its Common Stock

Carpinteria, Calif.—March 20, 2003—QAD Inc. (NASDAQ:QADI) today announced plans to repurchase up to 2.6 million shares of its common stock, representing approximately 8% of its 34.4 million outstanding shares.

The repurchase will be made through a "Modified Dutch Auction" tender offer which will commence Friday, March 21, 2003 and consists of an offer to purchase up to 2.6 million shares of QAD's common stock at a purchase price between \$4.75 per share and \$5.25 per share net to the seller in cash, without interest. The closing price for the common stock on NASDAQ on March 20, 2003, the last full day of trading prior to the public announcement of this tender offer, was \$4.10 per share. The aggregate cost of the transaction will be no greater than \$15 million, including related expenses. The company will finance the tender offer from available cash.

The Modified Dutch Auction tender procedure allows stockholders to select a price within a specified range at which each stockholder is willing to sell all or a portion of his or her shares to the company. Based on the number of shares tendered and the prices specified by the tendering stockholders, the company will determine the single per share price within the range that will allow it to buy 2.6 million shares (or such lesser number of shares that are properly tendered) at a price between \$4.75 per share and \$5.25 per share net to the seller in cash, without interest. The offer will not be contingent upon any minimum number of shares being tendered. All of the shares that are properly tendered (and not properly withdrawn) at prices at or below the purchase price determined by the company will, subject to possible proration and provisions relating to the tender of "odd lots," be purchased for cash, without interest, at such purchase price promptly after the expiration of the tender offer. All shares purchased in the offer will receive the same price. All shares that have been tendered and not purchased will be promptly returned to the stockholder. The offer is scheduled to expire at 5:00 p.m., Eastern time, on Monday, April 21, 2003, unless extended by the company.

The board of directors of QAD has approved the tender offer. However, neither the company, its board of directors nor the company's dealer manager makes any recommendation to stockholders as to whether stockholders should tender or refrain from tendering their shares or as to the purchase price or prices at which stockholders may choose to tender their shares. Stockholders must make their own decision as to whether to tender their shares and, if so, how many shares to tender and at what price. Stockholders should discuss whether to tender all or any portion of their shares with their broker or other financial and tax advisors.

The company believes that the tender offer is consistent with its long-term corporate goal of increasing stockholder value and is a prudent and efficient means to provide immediate value to its stockholders. In addition, stockholders who elect not to tender their shares may increase their relative percentage ownership in the company.

SG Cowen Securities Corporation is acting as dealer manager for the offer; Morrow & Co., Inc. is the information agent and American Stock Transfer & Trust Company is the depository.

This press release is neither an offer to buy nor a solicitation of an offer to sell shares. The solicitation and the offer to buy shares of QAD's common stock will only be made pursuant to an Offer to Purchase and related materials that the company will be sending out shortly. Stockholders can obtain the Offer to Purchase and related materials free at the SEC's website at www.SEC.gov or

from our information agent, Morrow & Co., Inc., at 445 Park Avenue, 5th Floor, New York, NY 10022, telephone: 1-800-607-0088.

Stockholders are urged to carefully read the Offer to Purchase and related materials prior to making any decision with respect to the offer because they contain important information, including various terms and conditions to the offer.

About QAD

QAD delivers value through collaborative commerce for manufacturers, empowering enterprises to integrate diverse business processes and increase profitability. By enabling global manufacturers to efficiently manage resources within and beyond the enterprise, QAD solutions can improve customer delivery performance and reduce inventory costs. Manufacturers of automotive, consumer products, electronics, food and beverage, industrial and medical products use QAD applications at approximately 5,200 licensed sites in more than 80 countries and in as many as 26 languages. For more information about QAD, telephone +1 805 684 6614, or visit the QAD Web site at: www.qad.com. To receive any of QAD's press releases via facsimile, contact +1 800 356 0747, or outside the U.S. contact +1 213 253 5647.

"QAD" is a registered trademark of QAD Inc. All other products or company names herein may be trademarks of their respective owners.

Note to Investors: This press release contains certain forward-looking statements made under the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. A number of risks and uncertainties could cause actual results to differ materially from those in the forward-looking statements. These risks include, but are not limited to, evolving demand for the company's software products and products that operate with the company's products; the company's ability to sustain strong licensing demand; the ability to sustain customer renewal rates at current levels; the publication of opinions by industry analysts about the company, its products and technology; the reliability of estimates of transaction and integration costs and benefits; difficulties relating to integration of a new business; the entry of new competitors and their technological advances; delays in localizing the company's products for new markets; delays in sales as a result of lengthy sales cycles; changes in operating expenses, pricing, timing of new product releases, the method of product distribution or product mix; the successful sale of the Mark

Hill property; and general economic and geopolitical factors such as the risk of war. In addition, revenue and earnings in the enterprise resource planning (ERP), e-business and collaborative commerce software industries are subject to fluctuations. Software license revenue, in particular, is subject to variability with a significant proportion of revenue earned in the last month of each quarter. Given the high margins associated with license revenue, modest fluctuations can have a substantial impact on net income. Investors should not use any one quarter's results as a benchmark for future growth. For a more detailed description of the risk factors associated with the company and the industries in which it operates, please refer to the company's Annual Report on Form 10-K for the fiscal year ended January 31, 2002.
