

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  
(Amendment No. 3)

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 84119-2099  
(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  
Dorsey & Whitney LLP  
136 South Main Street, 10<sup>th</sup> Floor  
Salt Lake City, UT 84101  
(801) 933-7360

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$28,000,000	\$1,101

- \* Estimated solely for purposes of calculating the filing fee only, this amount is based on the purchase of 2,666,666 shares of common stock at the maximum tender offer price of \$10.50.
- \*\* The amount of the filing fee calculated in accordance with Rule 0-11 of the Exchange Act, equals \$39.30 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: \$1,101.00  
Form or Registration No.: Schedule TO  
Filing Party: Franklin Covey Co.  
Date Filed: July 29, 2008

- 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:

- o third-party tender offer subject to Rule 14d-1  
o going-private transaction subject to Rule 13e-3  
x issuer tender offer subject to Rule 13e-4  
o 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. x



## EXPLANATORY NOTE

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (as amended prior to the date hereof, the "Schedule TO") originally filed with the Securities and Exchange Commission on July 29, 2008, which relates to the offer by Franklin Covey Co., a Utah corporation (the "Company"), to purchase for cash up to \$28,000,000 in value of shares of its common stock, \$0.05 par value per share, at a price not greater than \$10.50 per share nor less than \$9.00 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 July 29, 2008, as amended and supplemented, a copy of which is filed as Exhibit (a)(1)(A) to the Schedule TO, and the related Letter of Transmittal (which together, as they may be amended and supplemented from time to time, constitute the "Offer"), a copy of which is filed as Exhibit (a)(1)(B) to the Schedule TO.

Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment does not modify any of the information previously reported on Schedule TO.

### Item 11. Additional Information

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

On September 5, 2008, the Company issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., New York City time, on August 27, 2008. A copy of the press release is filed as Exhibit (A)(5)(6) and is incorporated by reference herein.

### Item 12. Exhibits

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

(a)(5)(6) Press Release dated September 5, 2008.

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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: September 5, 2008

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
(a)(1)(A)*	Offer to Purchase dated July 29, 2008.
(a)(1)(B)*	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on 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)(1)(I)*	Letter to Warrant Holders.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(1)*	Press Release, dated July 29, 2008.
(a)(5)(2)	Press Release, dated July 10, 2008.(1)
(a)(5)(3)	Press Release, dated July 7, 2008.(2)
(a)(5)(4)	Press Release, dated May 22, 2008.(3)
(a)(5)(5)*	Press Release dated August 28, 2008.
(a)(5)(6)**	Press Release dated September 5, 2008.
(b)	Not applicable.
(d)(1)	Amended and Restated Shareholders Agreement dated March 8, 2005, between the Company and Knowledge Capital Investment Group.(4)
(d)(2)	Amended and Restated Registration Rights Agreement dated March 8, 2005, between the Company and Knowledge Capital Investment Group.(4)
(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.(4)
(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.(4)
(d)(5)	Franklin Covey Co. Amended and Restated 2000 Employee Stock Purchase Plan.(5)
(d)(6)	Franklin Covey Co. 2004 Employee Stock Purchase Plan.(6)

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- (d)(7) Franklin Quest Co. Amended and Restated 1992 Stock Incentive Plan.(7)
- (d)(8) First Amendment to the Franklin Quest Co. Amended and Restated 1992 Stock Incentive Plan.(8)
- (d)(9) Third Amendment to the Franklin Covey Co. Amended and Restated 1992 Stock Incentive Plan.(9)
- (d)(10) Fifth Amendment to the Franklin Covey Co. Amended and Restated 1992 Stock Incentive Plan.(10)
- (d)(11) Amended and Restated Option Agreement for the Franklin Covey Co. 1992 Stock Incentive Plan dated December 8, 2004, between the Company and Robert A. Whitman.(11)
- (d)(12) Agreement for the Issuance of Restricted Shares under the Franklin Covey Co. Amended and Restated 1992 Stock Incentive Plan dated December 8, 2004, between the Company and Robert A. Whitman.(11)
- (d)(13) Franklin Covey Co. 2004 Non-Employee Directors' Stock Incentive Plan.(12)
- (d)(14) First Amendment to Franklin Covey Co. 2004 Non-Employee Directors' Stock Incentive Plan.(13)
- (d)(15)\* Letter Agreement with Knowledge Capital, dated July 23, 2008.
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed with the Schedule TO

\*\* Filed herewith.

- (1) Incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the Commission on July 10, 2008. (File No. 001-11107)
- (2) Incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the Commission on July 8, 2008. (File No. 001-11107)
- (3) Incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the Commission on May 22, 2008. (File No. 001-11107)
- (4) Incorporated by reference 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)
- (5) Incorporated by reference to the Company's Report on Form S-8 filed with the Commission on May 31, 2000, Registration No. 333-38172.
- (6) 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)
- (7) Incorporated by reference to Registration Statement on Form S-1 filed with the Commission on January 3, 1994, Registration No. 33-73728.
- (8) Incorporated by reference to Definitive Proxy Statement on Form DEF 14A dated November 5, 1993. (File No. 001-11107)
- (9) Incorporated by reference to Definitive Proxy Statement on Form DEF 14A filed with the Commission on December 3, 1999. (File No. 001-11107)
- (10) Incorporated by reference as Appendix A to the Company's Definitive Proxy Statement filed with the Commission on December 12, 2005. (File No. 001-11107)
- (11) Incorporated by reference to Exhibit 99.1, and Exhibit 99.2 of the Company's Current Report on Form 8-K filed with the Commission on December 14, 2004. (File No. 001-11107)
- (12) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Commission on March 25, 2005. (File No. 001-11107)
- (13) Incorporated by reference as Appendix B to the Company's Definitive Proxy Statement filed with the Commission on December 12, 2005. (File No. 001-11107)

**Franklin Covey Announces Final Results of Tender Offer**

Salt Lake City – September 5, 2008 – Franklin Covey Co. (NYSE: FC) announced today the final results of its previously announced modified Dutch Auction tender offer to purchase up to 3,111,111 shares of its common stock, which expired at 5:00 p.m., New York City time, on Wednesday, August 27, 2008.

In accordance with the terms and conditions of the tender offer, the Company has accepted for purchase 3,027,018 shares, representing approximately 15.4% of its outstanding common stock, at a price of \$9.25 per share, for a total cost of approximately \$28.0 million (excluding fees and expenses relating to the tender offer).

Based on the final tabulation by Zions Bank, the depositary for the tender offer, a total of 3,104,307 shares were validly tendered (including by guaranteed delivery procedures) and not withdrawn at a price of \$9.25 per share or less. As a result, the depositary has informed the Company that, after giving effect to the priority for “odd lots” and conditional tenders whose conditions were not satisfied, the final proration factor for the tender offer is 97.5%.

The depositary will promptly pay for the shares accepted for purchase in the tender offer and will promptly cause to be returned all shares tendered and not accepted for purchase. After giving effect to the purchase of the shares, the Company will have approximately 16.6 million shares of common stock outstanding.

ThinkPanmure, LLC acted as the dealer manager and Georgeson Inc. acted as the information agent for the tender offer. Questions about the tender offer should be directed to Georgeson at (800) 491-3365.

**About Franklin Covey**

Franklin Covey (NYSE: FC) is the global consulting and training leader in the areas of strategy execution, customer loyalty, leadership and individual effectiveness. Clients include 90% of the Fortune 100, more than 75% of the Fortune 500, thousands of small- and mid-sized businesses, as well as numerous government entities and educational institutions. Franklin Covey ([www.franklincovey.com](http://www.franklincovey.com)) has 46 direct and licensee offices providing professional services in 147 countries.

**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. 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 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, 2007 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.

**Contact***Franklin Covey*

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