

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 13(E)(I) OF
THE SECURITIES EXCHANGE ACT OF 1934
(FINAL AMENDMENT)

FRANKLIN COVEY CO.
(Name of Subject Company and Person Filing)

OPTIONS TO PURCHASE COMMON STOCK,
PAR VALUE \$.01 PER SHARE, HAVING AN EXERCISE PRICE OF \$12.25 OR MORE
(Title of Class of Securities)

59501B105
(CUSIP Number of Class of Securities)

VAL JOHN CHRISTENSEN, ESQ.
Secretary and General Counsel
2200 West Parkway Boulevard
Salt Lake City, Utah 84119-2331
Telephone: (801) 975-1776
(Name, Address and Telephone Number of
Person Authorized to receive notices
and communications on behalf of the
person(s) filing statement)

COPY TO:

ROBERT A. PROFUSEK, ESQ.
MEREDITH S. GOLDBERG, ESQ.
Jones, Day, Reavis & Pogue
599 Lexington Avenue
New York, New York 10022
(212) 326-3939

CALCULATION OF FILING FEE

TRANSACTION VALUATION	AMOUNT OF FILING FEE
\$7,312,835*	\$1,463

* Calculated solely for purposes of determining the filing fee in accordance with Section 13(e)(3) of the Securities Exchange Act of 1934 and Rule 0-11 thereunder. This amount assumes the cancellation of all options for which this offer is being made.

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, on the Form or Schedule and the date of its filing.

Amount previously paid: \$1,463 Filing party: Franklin Covey Co.
Form or registration No.: Schedule TO Date filed: March 15, 2000

ITEM 12. EXHIBITS.

(a) (1) Offer to Cancel, dated March 14, 2000, as amended.

(2) Form of Letter of Transmittal, as amended.

(3) Press release issued by the Company on April 13, 2000.

(4) Press release issued by the Company on April 19, 2000.

(5) Supplement to Offer to Cancel dated April 19, 2000.

*(6) Press release issued by the Company on May 4, 2000.

(b), (d), (g) and (h) Not applicable.

* Filed herewith. All other exhibits have been previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Final Amendment to the Schedule TO is true, complete and correct.

FRANKLIN COVEY CO.

May 4, 2000

By: /s/ Robert A. Whitman

Robert A. Whitman
Chief Executive Officer

For Further Information:

Richard R. Putnam
Investor Relations
(801) 975-1776

FRANKLIN COVEY CO. REPORTS FINAL RESULTS
OF OPTION TENDER OFFER

Salt Lake City, Utah (NYSE-FC) May 4, 2000 -- Franklin Covey Co. today announced the final results of its offer to cancel all outstanding options with an exercise price of \$12.25 more, pursuant to the Offer to Cancel dated March 14, 2000. The offer expired on May 3, 2000. The Company accepted for purchase options exercisable for 2,318,537 shares of its common stock for a total purchase price of approximately \$7 million.

Payment for all options accepted for cancellation in the tender will occur as soon as practicable.

Franklin Covey is the leading global professional services firm offering learning and performance solutions to assist professionals and organizations to increase their effectiveness in Productivity, Leadership, Communication and Sales. Organizational clients include 80 of the Fortune 100, more than three-quarters of the Fortune 500, thousands of smaller and mid-sized businesses as well as numerous government entities. Organizations and their professionals access Franklin Covey's products and services through professional consulting services, licensed client facilitators, public workshops, catalogs, retail stores and the Internet (franklincovey.com). More than 3,500 Franklin Covey associates provide professional services and products for nearly 18 million individuals through 44 offices in 33 countries in 32 languages. Franklin Covey trains in excess of 750,000 participants annually in training seminars teaching principles to help them achieve "What Matters Most."