
**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. 5)

AVOCENT CORPORATION

(Name of Subject Company)

**GLOBE ACQUISITION CORPORATION
EMERSON ELECTRIC CO.**

(Names of Filing Persons – Offeror)

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

053893103

(Cusip Number of Class of Securities)

Frank L. Steeves

Senior Vice President, Secretary and General Counsel

Emerson Electric Co.

8000 West Florissant Avenue

St. Louis, Missouri 63136

Telephone: (314) 553-2000

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

Copies to:

Phillip R. Mills, Esq.

Marc O. Williams, Esq.

Davis Polk & Wardwell LLP

450 Lexington Avenue

New York, New York 10017

Telephone: (212) 450-4000

☐ 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. ☐

This Amendment No. 5 (“**Amendment No. 5**”) amends and supplements the Tender Offer Statement on Schedule TO (the “**Schedule TO**”) originally filed on October 15, 2009, as previously amended, by Emerson Electric Co., a Missouri corporation (“**Emerson**”), and Globe Acquisition Corporation, a Delaware corporation (“**Purchaser**”) and a wholly owned subsidiary of Emerson, relating to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.001 per share (“**Shares**”), of Avocent Corporation, a Delaware corporation (“**Avocent**”), for \$25.00 per Share in cash, without interest, less certain applicable taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 15, 2009 (the “**Offer to Purchase**”) and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the “**Offer**”).

All capitalized terms used in this Amendment No. 5 without definition have the meanings ascribed to them in the Schedule TO.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

“The Expiration Date of the Offer is extended to 5:00 p.m., New York City time, on December 10, 2009. As of 5:00 p.m. on December 7, 2009, approximately 42.5 million Shares had been tendered and not withdrawn pursuant to the Offer, including approximately 2.0 million Shares tendered pursuant to a notice of guaranteed delivery. The press release announcing the extension of the Offer is filed as Exhibit (a)(13) hereto and is incorporated herein by reference.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

“(a)(13) Press release issued by Emerson dated December 7, 2009.”

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 7, 2009

GLOBE ACQUISITION CORPORATION

By: /s/ Alan D. Mielcuszny

Name: Alan D. Mielcuszny

Title: Vice President

EMERSON ELECTRIC CO.

By: /s/ Victor Lazzaretti

Name: Victor Lazzaretti

Title: Vice President, Deputy General Counsel &
Assistant Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(13)	Press release issued by Emerson dated December 7, 2009.

EMERSON EXTENDS TENDER OFFER FOR AVOCENT

ST. LOUIS, MO, December 7, 2009 -- Emerson (NYSE: EMR) announced today that it has extended its tender offer to purchase all of the outstanding shares of common stock of Avocent Corporation (NASDAQ: AVCT) to 5:00 p.m. Eastern Standard Time (EST) on Thursday, December 10, 2009. The offer was previously scheduled to expire at 5:00 p.m., EST, on December 7, 2009. All other terms and conditions of the tender offer remain unchanged.

The tender offer was extended pending the expiration or termination of the applicable waiting period under the competition law of Hungary. The conditions to the offer relating to the expiration or termination of the applicable waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976 (or "HSR Act") and the receipt of clearances under the competition laws of Austria, Germany, and Ireland have been satisfied. The offer is also subject to other conditions as described in Section 15 of Emerson's Offer to Purchase dated October 15, 2009.

On October 15, 2009, Emerson commenced a tender offer to acquire all of the outstanding shares of common stock of Avocent for \$25.00 per share in cash, without interest, less certain applicable taxes. The depository for the tender offer has advised Emerson that, as of 5:00 p.m., EST, on December 7, 2009, a total of approximately 42.5 million shares of Avocent common stock (representing approximately 95% of Avocent's outstanding shares of common stock) had been tendered and not withdrawn, including approximately 2.0 million shares tendered pursuant to a notice of guaranteed delivery.

About Emerson

Emerson (NYSE: EMR), based in St. Louis, Missouri (USA), is a global leader in bringing technology and engineering together to provide innovative solutions to customers through its network power, process management, industrial automation, climate technologies, and appliance and tools businesses. Emerson's sales in fiscal 2009 were \$20.9 billion. Emerson is ranked 94th on the Fortune 500 list of America's largest companies. For more information, visit www.Emerson.com.

Additional Information and Where to Find it

This document is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell Avocent common stock. The tender offer is being made pursuant to a tender offer statement on Schedule TO (including the Offer to Purchase, Letter of Transmittal and other related tender offer materials) filed by Emerson with the Securities and Exchange Commission (SEC) on October 15, 2009. Avocent also has filed a solicitation/recommendation statement on Schedule 14D-9 with respect to the offer. These materials, as they may be amended from time to time, contain important information, including the terms and conditions of the offer, that should be read carefully before any decision is made with respect to the tender offer. Investors and security holders may obtain a free copy of these materials by contacting the information agent for the tender offer, Morrow & Co., LLC, at (800) 607-0088 (toll-free).
