

FOR A SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO  
(AMENDMENT NO. 2)  
(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

SELECTICA, INC.  
(Name of Subject Company (Issuer))

SELECTICA, INC.  
(Name of Filing Person (Offeror))

Options Under Selectica, Inc. 1996 Stock Plan and Selectica, Inc. 1999 Equity  
Incentive Plan to Purchase Common Stock, Par Value \$.0001 Per Share,  
Having an Exercise Price of \$8.50 or More  
(Title of Class of Securities)

816288104  
(CUSIP Number of Class of Securities)  
(Underlying Common Stock)

Rajen Jaswa  
President and Chief Executive Officer  
Selectica, Inc.  
3 West Plumeria Drive  
San Jose, California 95134  
(408) 570-9700

(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing person)

Copy to:  
Bennett L. Yee, Esq.  
Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP  
155 Constitution Drive  
Menlo Park, California 94025  
(650) 321-2400

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee
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\$9,779,916.09	\$1,956**

\* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 2,884,931 shares of common stock of Selectica, Inc. having an aggregate value of \$9,779,916.09 will be exchanged pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

\*\* Previously paid

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: Not applicable.

Form or Registration No.: Not applicable.  
Filing party: Not applicable.  
Date filed: Not applicable.

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.

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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission on April 27, 2001 and as amended on May 18, 2001, relating to our offer to exchange options to purchase shares of our common stock, par value \$.001 per share, held by certain employees for new options to purchase shares of our common stock at a per share exercise price equal to the fair market value of one share of our common stock on the date of issuance upon the terms and subject to the conditions in the Offer to Exchange dated April 27, 2001 (the "Offer to Exchange").

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and restated as follows so as to add Exhibit (a) (8)

- (a) (1) Offer to Exchange, dated April 27, 2001.\*
- (2) Form of Letter of Transmittal.\*
- (3) Form of Letter to Eligible Option Holders.\*
- (4) Form of E-mail Letter to Selectica Employees.\*
- (5) Selectica, Inc. Annual Report on Form 10-K for its fiscal year ended March 31, 2000, filed with the Securities and Exchange Commission on June 28, 2000 and incorporated herein by reference.\*
- (6) Selectica, Inc. Quarterly Report on Form 10-Q for its fiscal quarter ended December 31, 2000, filed with the Securities and Exchange Commission on February 8, 2000 and incorporated herein by reference.\*
- (7) Form of E-mail Letter to Selectica Employees sent May 18, 2001.\*
- (8) Form of E-mail Letter to Selectica Employees sent May 21, 2001.
- (b) Not applicable.
- (d) (1) Selectica, Inc. 1999 Equity Incentive Plan. Filed as Exhibit 10.2 to the Company's Registration Statement on Form S-1 (File No. 333-92545) and incorporated herein by reference.\*
- (2) Form of Option Agreement Pursuant to the Selectica, Inc. 1999 Equity Incentive Plan.\*
- (3) Selectica, Inc. 1996 Stock Plan. Filed as Exhibit 10.4 to the Company's Registration Statement on Form S-1 (File No. 333-92545) and incorporated herein by reference.\*
- (4) Form of Option Agreement pursuant the Selectica, Inc. 1996 Stock Plan.\*

- (5) Press release dated April 4, 2001.\*
- (6) Press release dated April 24, 2001.\*
- (g) Not applicable.
- (h) Not applicable.
- \* Previously filed

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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 Amendment No. 2 to the Schedule TO is true, complete and correct.

Selectica, Inc.

/s/ Rajen Jaswa

Rajen Jaswa,  
President and Chief Executive Officer

Date: May 22, 2001

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Index to Exhibits

Exhibit  
Number  
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Description  
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\* Previously filed

## Exhibit (a) (8)

As I indicated during the Company meeting on Friday, the new stock option grants are an alternative to the Stock Option Exchange Program. Because we have added this new feature, the SEC has requested that we extend the Stock Option Exchange Program decision date from May 25th to May 29th to allow everyone more time to make the decision as to which alternative to select.

As a reminder, if you do not elect the Stock Option Exchange Program, you will automatically receive the new stock option grants indicated in the letters distributed (or to be distributed) by managers immediately after the Stock Option Exchange Program offering period expires. These options will be in addition to your current underwater options.

If you have any questions, please contact Stephen Hsu, Mike Kennedy or me.