

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 4 to

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

COMPUTER TASK GROUP, INCORPORATED

(Name of Subject Company (Issuer))

Computer Task Group, Incorporated
(Names of Filing Persons (Offeror and Issuer))

Common Stock, Par Value \$.01 per share
(Title of Class of Securities)

205477102
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

Peter P. Radetich, Esq.
Computer Task Group, Incorporated
800 Delaware Avenue
Buffalo, New York 14209
(716) 882-8000

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

Copies to:

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CALCULATION OF FILING FEE

TRANSACTION VALUATION	AMOUNT OF FILING FEE
\$12,324,469.50*	\$1,534.40**

* Estimated for purposes of calculating the Filing Fee only. This amount is based on the offer to purchase up to 1,530,990 shares of Common Stock, par value \$.01 per share, at the minimum tender offer price of \$8.05 per share.

** The Filing Fee is calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$124.50 for each \$1,000,000 of the value of the transaction.

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: \$1,534.40
Form or Registration No.: Schedule TO

Filing Party: Computer Task Group, Incorporated
Date Filed: March 16, 2018

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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SCHEDULE TO

This Amendment No. 4 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) by Computer Task Group, Incorporated, a New York corporation (“CTG” or the “Company”), on March 16, 2018 (together with any subsequent amendments and supplements thereto, the “Schedule TO”) relating to the offer by the Company to purchase for cash up to 1,530,990 shares of its common stock, \$.01 par value per share (the “shares”), at a price per share of not less than \$8.05 and not more than \$9.00 in cash, without interest and subject to any applicable withholding taxes. The Company’s offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 16, 2018, a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO (the “Offer to Purchase”), and in the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO (the “Letter of Transmittal”), which together constitute the tender offer (the “Tender Offer”).

The purpose of this Amendment is to amend and supplement the Schedule TO and the Offer to Purchase. Only those items amended are reported in this Amendment. Except as specifically provided herein, the information contained in this Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read in conjunction with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On April 20, 2018, the Company issued a press release announcing the final results of the Tender Offer, which expired at 12:00 midnight, New York City time, at the end of the day on April 16, 2018. A copy of the press release is filed as Exhibit (a)(5)(E) hereto and incorporated by reference herein.

Item 12. Exhibits

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

(a)(5)(E) Press Release, dated April 20, 2018.

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.

Dated: April 20, 2018

COMPUTER TASK GROUP, INCORPORATED

By: /s/ John M. Laubacker

Name: John M. Laubacker

Title: Chief Financial Officer



Computer Task Group, Incorporated Announces Final Results of its Modified “Dutch Auction” Tender Offer

Company Will Acquire 1,530,990 Shares at \$8.85 Per Share

BUFFALO, N.Y., April 20, 2018 – Computer Task Group, Incorporated (NASDAQ: CTG), a leading provider of information technology (IT) solutions and services in North America and Western Europe, today announced the final results of its modified “Dutch Auction” tender offer, which expired at midnight, Eastern Daylight time, at the end of the day on Monday, April 16, 2018.

Based on the final count by the depository for the tender offer, CTG accepted for payment an aggregate of 1,530,990 shares at a purchase price of \$8.85 per share. Because the number of shares tendered at or below the \$8.85 purchase price exceeded the amount that CTG offered to purchase, the resulting proration factor, after giving effect to the priority for “odd lots,” was approximately 89.9% percent. The depository will promptly pay for all the shares accepted for purchase and will return all other shares tendered.

The tender offer was made pursuant to CTG’s Offer to Purchase dated March 16, 2018, and the related Letter of Transmittal, in which the Company offered to purchase up to 1,530,990 shares of its common stock at a price per share not less than \$8.05 and not greater than \$9.00, which documents were filed with the Securities and Exchange Commission on March 16, 2018.

CTG may purchase additional shares in the future in the open market subject to market conditions as well as through private transactions, tender offers or otherwise. Under applicable securities laws, however, CTG may not repurchase any shares until May 1, 2018. Whether CTG makes additional repurchases in the future will depend on many factors, including but not limited to its business and financial performance, the business and market conditions at the time, including the price of the shares, and other factors CTG considers relevant.

About CTG

CTG (NASDAQ: CTG) provides industry-specific IT services and solutions that address the business needs and challenges of clients in high-growth industries in North America and Western Europe. CTG also provides strategic staffing services for major technology companies and large corporations. Backed by more than 50 years of experience and proprietary methodologies, CTG has a proven track record of reliably delivering high-value, industry-specific staffing services and solutions to its clients. CTG has operations in North America, Western Europe, and India. The Company regularly posts news and other important information online at www.ctg.com.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of applicable federal securities law, and generally includes words such as “believes,” “expects,” “intends,” “anticipates,” “estimates” and similar expressions. The Company can give no assurance that any actual or future results or events discussed in these statements will be achieved. Any forward-looking statements represent the Company’s views only as of today and should not be relied upon as representing the Company’s views as of any subsequent date. Actual results could differ materially from the outlook, guidance, expectations, and other forward-looking statements as a result of a number of factors, including among others, the availability to the Company of qualified professional staff, domestic and foreign industry competition for clients and talent, including technical, sales and management personnel, increased bargaining power of large clients, the Company’s ability to protect confidential client data, the partial or complete loss of the revenue the Company generates from International Business Machines Corporation (IBM) and/or SDI International (SDI), the ability to integrate the Soft Company business and retain its clients while achieving cost reduction targets, the uncertainty of clients’ implementations of cost reduction projects, the effect of healthcare reform and initiatives, the mix of work between staffing and solutions, currency exchange risks, risks associated with operating in foreign jurisdictions, renegotiations, nullification, or breaches of contracts with clients, vendors, subcontractors or other parties, the change in valuation of capitalized software balances, the impact of current and future laws and government regulation, as well as repeal or modification of such, affecting the information technology (IT) solutions and staffing industry, taxes and the Company’s operations in particular, industry and economic conditions, including fluctuations in demand for IT services, consolidation among the Company’s competitors or clients, the need to supplement or change our IT services in response to new offerings in the industry or changes in client requirements for IT products and solutions, the risks associated with acquisitions, the negative effects of actions of activist shareholders and other factors that involve risk and uncertainty including those listed in the Company’s reports filed with the Securities and Exchange Commission as of the date of this document. Such forward-looking statements should be read in conjunction with the Company’s disclosures set forth in the Company’s 2017 Form 10-K, which is incorporated by reference, and other reports that may be filed from time to time with the Securities and Exchange Commission. The Company assumes no obligation to update the forward-looking information contained in this release.

Investors and Media:

John M. Laubacker, Chief Financial Officer
(716) 887-7368

Information Agent for Tender Offer Questions:

Georgeson LLC
(800) 676-0194