

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE TO

Tender offer statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934 (Amendment No. 5)

MyPoints.com, Inc.

(Name of Subject Company (issuer))

UNV ACQUISITION Corp.

a Wholly Owned Subsidiary of UNITED NEWVENTURES, INC.

(Names of Filing Persons (offerors))

Common Stock, Par Value \$.001 Per Share

62855T102 (CUSIP Number)

Francesca M. Maher Senior Vice President, General Counsel and Secretary UAL Corporation 1200 E. Algonquin Rd. Elk Grove Township, Illinois 60007 (847) 700-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

Elizabeth A. Raymond Marc F. Sperber Mayer, Brown & Platt 190 South LaSalle Street Chicago, Illinois 60603-3441 (312) 782-0600

CALCULATION OF FILING FEE

Table with 2 columns: Transaction Valuation\* and Amount of Filing Fee\*\*. Values: \$105,968,405.00 and \$21,194.00.

\*Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of all of the issued and outstanding shares of common stock, par value \$.001 per share of MyPoints.com, Inc., a Delaware corporation (the "Company"), together with the associated preferred stock purchase rights issued pursuant to the Preferred Stock Rights Agreement, dated as of December 13, 2000, between the Company and Wells Fargo Shareholder Services, as rights agent (the "Shares") at a price per Share of \$2.60 in cash. As of June 1, 2001, based on the Company's representation of its capitalization as of such date, there were 40,757,079 Shares outstanding.

\*\*The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, equals 1/50th of one percent of the value of the Shares proposed to be acquired.

[X] 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 registration statement

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

Amount Previously Paid: \$21,194.00

Form or Registration No.: Schedule T0

Filing Party: United NewVentures, Inc. and UNV Acquisition Corp.

Date Filed: June 13, 2001

[ ] 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.
- going-private transaction subject to Rule 13e-3.
- issuer tender offer subject to Rule 13e-4.
- 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:

Amendment No. 5 to Schedule T0

This Amendment No. 5 amends and supplements the Tender Offer Statement on Schedule T0 (the "Schedule T0") filed initially with the Securities and Exchange Commission on June 13, 2001 by United NewVentures, Inc., a Delaware corporation ("Parent"), and UNV Acquisition Corp., a Delaware corporation ("Sub") and wholly owned subsidiary of Parent, relating to the tender offer (the "Offer") by Sub to purchase all of the Shares at a price per Share of \$2.60 (the "Offer Price"), net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 13, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the "Offer"), copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule T0. Terms not otherwise defined shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule T0.

ITEM 11. Additional Information

Items 1, 4, 8 and 11 of the Schedule T0 are hereby amended and supplemented to include the following:

"The subsequent offering expired at 5:00 p.m., New York City time, on Wednesday, July 18, 2001. Based upon information provided by the Depositary to Parent, as of July 18, 2001, a total of 37,098,463 Shares, representing approximately 90.3% of the outstanding Shares have been validly tendered pursuant to the Offer. Parent and Sub have accepted for prompt payment all Shares validly tendered pursuant to the Offer and subsequent offering. On July 19, 2001, Parent issued a press release announcing the expiration of the subsequent offering and the acceptance of all validly tendered Shares, a copy of which is attached hereto as Exhibit (a)(5)(iv) and is incorporated herein by reference."

ITEM 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented to include the following:

"(a)(5)(iv) Press Release issued by Parent, dated July 19, 2001."

SIGNATURES

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.

UNV ACQUISITION CORP.

By: /s/ RICHARD J. POULTON  
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Name: Richard J. Poulton  
Title: CHIEF FINANCIAL OFFICER &  
Treasurer  
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UNITED NEWVENTURES, INC.

By: /s/ RICHARD J. PULTON  
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Name: Richard J. Poulton  
Title: CHIEF FINANCIAL OFFICER &  
Treasurer

Dated: July 19, 2001

EXHIBIT INDEX

(a)(5)(iv)

Press Release issued by Parent, dated July 19, 2001.

Worldwide Communications Contact:  
Media Relations: 847-700-5538  
Evenings/Weekends: 847-700-4088

FOR IMMEDIATE RELEASE

UNITED NEWVENTURES, INC. SUCCESSFULLY COMPLETES  
MYPPOINTS.COM, INC. TENDER OFFER

ELK GROVE TOWNSHIP, Illinois, July 19, 2001 - United NewVentures, a wholly owned subsidiary of UAL Corporation (NYSE: UAL) responsible for United Airlines' Internet initiatives and investments, announced today that it has successfully completed its cash tender offer to purchase all outstanding shares of MyPoints.com, Inc. (NASDAQ: MYPT).

Based on information provided by Computershare Trust Company of New York, acting as Depositary for the Offer, 37,098,463 shares of MyPoints.com, representing approximately 90.3% of all outstanding shares, were validly tendered as of 5:00 p.m., EDT, on July 18, 2001, the expiration date of the subsequent offering period of the tender offer, all of which were accepted by UNV Acquisition Corp., a wholly owned subsidiary of United NewVentures.

United NewVentures will acquire the remaining shares of MyPoints.com through a merger in which each share of MyPoints.com common stock will be converted into the right to receive \$2.60 in cash, the same consideration paid for shares in the tender offer, subject to dissenters' rights.

MyPoints.com, Inc. is a leading provider of internet direct marketing services. The Company's flagship MyPoints( program features a True Opt-in( database of members and provides advertisers with an integrated suite of targeted media products--including HTML-enhanced email and dynamically-served Web offers. The Company has sales offices in cities nationwide. For detailed product information please call 1-800-890-9351, 212-699-8050, ext. 7702 from outside North America, or visit MyPoints.com at <http://www.corpmypoints.com>.

United NewVentures, founded in October 2000, is a wholly owned subsidiary of UAL Corp. that was created to focus United Airlines internet initiatives and investments into one company. United NewVentures provides United Airlines' customers with the latest technologies and services for their business and leisure travel needs. These services are provided in part through [www.united.com](http://www.united.com), the official Web site for United Airlines, which allows passengers to research flight, schedule and fare information and purchase travel on over 500 airlines worldwide.