

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. 1)

FRANKLIN COVEY CO.  
(Name of Subject Company (Issuer))

FRANKLIN COVEY CO.  
(Name of Filing Person (Issuer))

COMMON STOCK, \$0.05 PAR VALUE PER SHARE  
(Title of Class of Securities)

353469109  
(CUSIP Number of Class of Securities)

Robert A. Whitman  
Chairman and Chief Executive Officer  
Franklin Covey Co.  
2200 West Parkway Boulevard  
Salt Lake City, UT 84119-2099  
(801) 817-1776

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

With a copy to:

Nolan S. Taylor  
Dorsey & Whitney LLP  
136 South Main Street, 10<sup>th</sup> Floor  
Salt Lake City, UT 84101  
(801) 933-7360

CALCULATION OF FILING FEE

TRANSACTION VALUATION\*

\$28,000,000

AMOUNT OF FILING FEE\*\*

\$1,101

- \* Estimated solely for purposes of calculating the filing fee only, this amount is based on the purchase of 2,666,666 shares of common stock at the maximum tender offer price of \$10.50.
- \*\* The amount of the filing fee calculated in accordance with Rule 0-11 of the Exchange Act, equals \$39.30 per million of the value of the transaction.
- X 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: \$1,101.00  
Form or Registration No.: Schedule TO  
Filing Party: Franklin Covey Co.  
Date Filed: July 29, 2008

- o Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- o third-party tender offer subject to Rule 14d-1  
o going-private transaction subject to Rule 13e-3  
x issuer tender offer subject to Rule 13e-4  
o 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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## Schedule TO

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") originally filed with the Securities and Exchange Commission on July 29, 2008, which relates to the offer by Franklin Covey Co., a Utah corporation (the "Company"), to purchase for cash up to \$28,000,000 in value of shares of its common stock, \$0.05 par value per share, at a price not greater than \$10.50 per share nor less than \$9.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 29, 2008, a copy of which is filed as Exhibit 99.(a)(1)(A) to the Schedule TO, and the related Letter of Transmittal, a copy of which is filed as Exhibit 99.(a)(1)(B) to the Schedule TO. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase.

### Item 12. Exhibits

Item 12 is amended and supplemented to include the following exhibits:

(a)(1)(I) Letter to Warrant Holders.

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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 statement is true, complete and correct.

FRANKLIN COVEY CO.

By:           /s/ Robert A. Whitman

Name: Robert A. Whitman

Title: Chairman and Chief

Executive Officer

Dated: August 13, 2008

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
(a)(1)(A)*	Offer to Purchase dated July 28, 2008.
(a)(1)(B)*	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Form W-9).
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)*	Letter to Participants in the Employee Stock Purchase Plan.
(a)(1)(G)*	Withdrawal Form to the Participants in the Employee Stock Purchase Plan.
(a)(1)(H)*	Letter to Shareholders.
(a)(1)(I)	Letter to Warrant Holders.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(1)*	Press Release, dated July 28, 2008.
(a)(5)(2)	Press Release, dated July 10, 2008.(1)
(a)(5)(3)	Press Release, dated July 7, 2008.(2)
(a)(5)(4)	Press Release, dated May 22, 2008.(3)
(b)	Not applicable.
(d)(1)	Amended and Restated Shareholders Agreement dated March 8, 2005, between the Company and Knowledge Capital Investment Group.(4)
(d)(2)	Amended and Restated Registration Rights Agreement dated March 8, 2005, between the Company and Knowledge Capital Investment Group.(4)
(d)(3)	Form of Warrant to purchase shares of common stock issued by the Company to holders of shares of Series A Preferred Stock other than Knowledge Capital Investment Group.(4)
(d)(4)	Warrant dated March 8, 2005, to purchase 5,913,402 shares of common stock issued by the Company to Knowledge Capital Investment Group.(4)
(d)(5)	Franklin Covey Co. Amended and Restated 2000 Employee Stock Purchase Plan.(5)
(d)(6)	Franklin Covey Co. 2004 Employee Stock Purchase Plan.(6)
(d)(7)	Franklin Quest Co. Amended and Restated 1992 Stock Incentive Plan.(7)
(d)(8)	First Amendment to the Franklin Quest Co. Amended and Restated 1992 Stock Incentive Plan.(8)

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- (d)(9) Third Amendment to the Franklin Covey Co. Amended and Restated 1992 Stock Incentive Plan.(9)
- (d)(10) Fifth Amendment to the Franklin Covey Co. Amended and Restated 1992 Stock Incentive Plan.(10)
- (d)(11) Amended and Restated Option Agreement for the Franklin Covey Co. 1992 Stock Incentive Plan dated December 8, 2004, between the Company and Robert A. Whitman.(11)
- (d)(12) Agreement for the Issuance of Restricted Shares under the Franklin Covey Co. Amended and Restated 1992 Stock Incentive Plan dated December 8, 2004, between the Company and Robert A. Whitman.(11)
- (d)(13) Franklin Covey Co. 2004 Non-Employee Directors' Stock Incentive Plan.(12)
- (d)(14) First Amendment to Franklin Covey Co. 2004 Non-Employee Directors' Stock Incentive Plan.(13)
- (d)(15)\* Letter Agreement with Knowledge Capital, dated July 23, 2008.
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed on Schedule TO dated July 29, 2008.

- (1) Incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the Commission on July 10, 2008. (File No. 001-11107)
- (2) Incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the Commission on July 8, 2008. (File No. 001-11107)
- (3) Incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the Commission on May 22, 2008. (File No. 001-11107)
- (4) Incorporated by reference Exhibit 99.1, Exhibit 99.2, Exhibit 99.4 and Exhibit 99.5 to the Company's Current Report on Form 8-K filed with the Commission on March 10, 2005. (File No. 001-11107)
- (5) Incorporated by reference to the Company's Report on Form S-8 filed with the Commission on May 31, 2000, Registration No. 333-38172.
- (6) Incorporated by reference as Appendix A to the Company's Definitive Proxy Statement filed with the Commission on February 1, 2005. (File No. 001-11107)
- (7) Incorporated by reference to Registration Statement on Form S-1 filed with the Commission on January 3, 1994, Registration No. 33-73728.
- (8) Incorporated by reference to Definitive Proxy Statement on Form DEF 14A dated November 5, 1993. (File No. 001-11107)
- (9) Incorporated by reference to Definitive Proxy Statement on Form DEF 14A filed with the Commission on December 3, 1999. (File No. 001-11107)
- (10) Incorporated by reference as Appendix A to the Company's Definitive Proxy Statement filed with the Commission on December 12, 2005. (File No. 001-11107)
- (11) Incorporated by reference to Exhibit 99.1, and Exhibit 99.2 of the Company's Current Report on Form 8-K filed with the Commission on December 14, 2004. (File No. 001-11107)
- (12) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Commission on March 25, 2005. (File No. 001-11107)
- (13) Incorporated by reference as Appendix B to the Company's Definitive Proxy Statement filed with the Commission on December 12, 2005. (File No. 001-11107)

Dear Warrant Holder:

As a holder of warrants to purchase common stock of Franklin Covey Co. (the “*Company*”), you are receiving the enclosed document explaining how you can participate in the Company’s offer to purchase for cash up to \$28,000,000 in value of shares of the Company’s common stock at a price not greater than \$10.50 per share nor less than \$9.00 per share via a Dutch auction tender offer. The tender period began on July 29, 2008 and will extend through 5:00 p.m., New York City time, on August 27, 2008 (unless the expiration date is otherwise extended by the Company). At the end of the tender offer, the Company will pay the same price for all shares that it purchases.

As a holder of warrants, if you wish to participate in this offer, you must exercise a number of warrants exercisable into the number of shares you wish to tender and tender the acquired shares. To exercise all or a portion of your warrants or to receive assistance with any questions regarding your warrants, you must contact Zions Bank at (801) 844-7546. The ability to exercise your warrants is subject to the rules governing the warrants. We have included for your review the Offer to Purchase and related Letter of Transmittal describing the tender offer. We strongly recommend that you review the tender offer materials prior to deciding whether to exercise all or a portion of your warrants and tender the acquired shares. To request additional tender offer materials or to receive assistance with any questions regarding the tender offer, please contact Georgeson Inc. at (800) 491-3365.

If you choose to exercise all or a portion of your warrants and tender the acquired shares to participate in the tender offer, there can be no assurance that any such shares you tender will be accepted by the Company and purchased for cash. You should be aware that warrant exercises may not be rescinded even if all or a portion of the shares received upon exercise and properly tendered in the tender offer are not purchased by the Company for any reason. Accordingly, if you exercise warrants to acquire shares and such shares are not purchased in the tender offer, you will remain a shareholder. It is important for you to carefully review the tender offer materials and to decide if this offer is right for you. You should evaluate this tender offer carefully to determine if participation would be advantageous to you, based on your warrants’ exercise price, the years left to exercise your warrants and the provisions for pro rata purchases by us described in Offer to Purchase and related materials. **We strongly recommend that you discuss the tender offer and the potential exercise of your warrants and tender of the acquired shares with your tax advisor or broker.**

**The Board of Directors of the Company has approved the making of the tender offer. However, none of the Company, its Board of Directors, the Dealer Manager, the Depositary and the Information Agent makes any recommendation to you as to whether to exercise your warrants and tender or refrain from tendering your acquired shares or as to the purchase price or purchase prices at which you may choose to tender your shares. You must make your own decision as to whether to exercise your warrants and tender your acquired shares and, if so, how many warrants to exercise and the number of shares to tender and the price or prices at which you will tender them.**

**You should read carefully the information set forth or incorporated by reference in the Offer to Purchase and in the related Letter of Transmittal, including the Company’s**

**reasons for making the tender offer. All directors and executive officers of the Company have advised the Company that they do not intend to tender any of their shares in the tender offer.**

If you are already an existing shareholder of record, in addition to a warrant holder, you will also receive a tender offer packet under separate cover.

This communication is for information purposes only and does not constitute an offer to buy or the solicitation of an offer to sell shares of the Company. The Company's offer to buy shares is being made only pursuant to the Offer to Purchase and the related materials dated July 29, 2008, as amended and supplemented from time to time. Holders of warrants should read the Offer to Purchase and the related materials carefully because they contain important information. Holders of warrants may obtain a free copy of the tender offer statement on Schedule TO, the Offer to Purchase and other documents filed with the Securities and Exchange Commission at the Commission's website at [www.sec.gov](http://www.sec.gov). Holders of warrants also may obtain a copy of these documents, without charge, from the information agent, Georgeson Inc., by calling toll-free: (800) 491-3365.