

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE TO**

**(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR SECTION 13(E)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)**

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**iGo, Inc.**

(Name of Subject Company(the Issuer))

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**Steel Excel Inc.**

(Name of Filing Person (Offeror))

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**COMMON STOCK, \$0.01 PAR VALUE PER SHARE  
(Title of Class of Securities)**

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**449593201**

(CUSIP Number of Class of Securities)

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**Leonard J. McGill**

**Vice President, General Counsel and Secretary**

**Steel Excel Inc.**

**590 Madison Avenue, 32nd Floor**

**New York, New York 10022**

**(212) 520-2300**

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

**with a copy to:**

**Andrew H. Pontious, Esq.**

**JRA Law Partners, LLP**

**235 Pine Street, Suite 1300**

**San Francisco, California 94104**

**(415) 788-4646**

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**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$5,201,620.70	\$709.50

\* Estimated solely for purposes of calculating the filing fee. The transaction value was calculated by multiplying 1,316,866 shares of common stock, par value \$0.01, of iGo, Inc. ("Shares), by the offer price of \$3.95 per Share.

\*\* The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, is calculated by multiplying the Transaction Valuation by 0.0001364.

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: \$709.50  
Form or Registration No.: Schedule TO-T

Filing Party: Steel Excel Inc.  
Date Filed: July 25, 2013

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(1) ( Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 1 to the Tender Offer Statement on Schedule TO amends and supplements the Schedule TO filed with the Securities and Exchange Commission (“SEC”) on July 25, 2013 (which, together with this Amendment No. 1 and any other amendments and supplements thereto, collectively constitute the “**Schedule TO**”) by Steel Excel Inc., a Delaware corporation (“**Purchaser**”). This Schedule TO relates to the offer by Purchaser to purchase up to 1,316,866 of the issued and outstanding shares of common stock, par value \$0.01 per share (the “**Shares**”), of iGo, Inc., a Delaware corporation (“**iGo**”), together with the associated preferred stock purchase rights issued in connection with and subject to the Amended and Restated Rights Agreement, dated as of June 20, 2013, by and between iGo and Computershare Trust Company, N.A., at a price of \$3.95 per Share, net to the seller in cash, without interest and less any applicable withholding tax thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 25, 2013 (as may be amended and supplemented, the “**Offer to Purchase**”), and in the related Letter of Transmittal (as may be amended and supplemented, the “**Letter of Transmittal**” which, together with the Offer to Purchase, collectively constitute the “**Offer**”). Capitalized terms used and not otherwise defined herein shall have the meaning ascribed to such terms in the Offer to Purchase.

The information set forth in the Offer to Purchaser and Letter of Transmittal is incorporated herein by reference in response to Items 1 through 9 and Item 11 of the Schedule TO, and is amended and supplemented by the information specifically set forth in this Amendment No. 1.

#### **Items 1 through 9 and Item 11.**

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented, to the extent applicable, by adding the following:

“The Offer expired at 5:00 p.m. (New York City time), on Thursday, August 22, 2013 (the “**Expiration Time**”). The Depository has advised that, as of the Expiration Time, 2,075,007 Shares (including 16,716 Shares subject to notices of guaranteed delivery) were validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 69.3% of the outstanding Shares on a fully diluted basis as of July 11, 2013.

The aggregate number of Shares validly tendered and not properly withdrawn pursuant to the Offer satisfies the Minimum Condition that at least 897,864 Shares be validly tendered and not properly withdrawn prior to the expiration of the Offer. Accordingly, Purchaser has accepted for payment in accordance with the terms of the Offer 1,316,866 Shares that were validly tendered and not properly withdrawn pursuant to the Offer, and payment for such Shares will be made promptly in accordance with the terms of the Offer.

The number of Shares validly tendered and not properly withdrawn pursuant to the Offer exceeded the maximum tender amount of 1,316,866 Shares. Since the Offer was oversubscribed, the number of Shares purchased from each of the tendering stockholders will be prorated to limit Purchaser’s purchase to 1,316,866 Shares, representing 44.0% of the Shares outstanding as of July 11, 2013 on a fully diluted basis. The estimated proration factor, based on information reported by the Depository, is approximately 63.5% of the tendered Shares (including Shares tendered in accordance with the guaranteed delivery procedures).

On August 23, 2013, Purchaser and iGo issued a joint press release announcing the expiration and preliminary results of the Offer, including the estimated proration factor for the Offer. The full text of the press release is attached hereto as Exhibit (a)(5)(C) 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:

<b>Exhibit Number</b>	<b>Document</b>
(a)(5)(C)	Joint Press Release of iGo and Purchaser, dated on August 23, 2013.

**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.

Dated: August 23, 2013

STEEL EXCEL INC.

By: /s/ Leonard J. McGill  
Leonard J. McGill, Vice President and General Counsel

## INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Document</b>
(a)(1)(A)*	Offer to Purchase, dated as of July 25, 2013.
(a)(1)(B)*	Form of Letter of Transmittal (including Internal Revenue Service Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(C)*	Form of Notice of Guaranteed Delivery.
(a)(1)(D)*	Form of Letter to Brokers, Dealers, Banks, Trust Companies and other Nominees.
(a)(1)(E)*	Form of Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and other Nominees.
(a)(1)(F)*	Form of Summary Advertisement published in the Investor's Business Daily on July 25, 2013.
(a)(5)(A)*	Joint Press Release of iGo and Purchaser, dated on July 11, 2013 (incorporated by reference to the Schedule TO-C filed by Purchaser with the SEC on July 11, 2013).
(a)(5)(B)*	Joint Press Release of iGo and Purchaser, dated on July 25, 2013.
(a)(5)(C)	Joint Press Release of iGo and Purchaser, dated on August 23, 2013.
(d)(1)*	Stock Purchase and Sale Agreement, dated as of July 11, 2013, between Purchaser and iGo (incorporated by reference to Exhibit 2 to the Schedule 13D filed by Purchaser with the SEC on July 22, 2013).
(d)(2)*	Tender and Voting Agreement, dated as of July 11, 2013, among Purchaser, iGo and Adage Capital Partners, L.P. (incorporated by reference to Exhibit 3 to the Schedule 13D filed by Purchaser with the SEC on July 22, 2013).
(g)*	Not applicable.
(h)*	Not applicable.

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\* Previously filed



**For Immediate Release**

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**STEEL EXCEL INC. COMPLETES TENDER OFFER FOR SHARES OF IGO, INC.**

**SCOTTSDALE, Ariz., and WHITE PLAINS, N.Y., AUGUST 23, 2013** – Steel Excel Inc. (Other OTC: SXCL) (“Steel”) and iGO, Inc. (NASDAQ: IGOI) (the “Company”) today announced that Steel has successfully completed its previously announced tender offer for up to 1,316,866 of the outstanding shares of common stock of the Company for \$3.95 per share, net to the seller in cash without interest and less any applicable withholding taxes.

The tender offer expired at 5:00 p.m. (New York City time) on Thursday, August 22, 2013. Computershare Trust Company, N.A., the depository for the tender offer, has advised that, as of the expiration of the tender offer, 2,075,007 shares of the Company’s common stock (including 16,716 shares subject to notices of guaranteed delivery) were validly tendered and not properly withdrawn pursuant to the tender offer, representing approximately 69.3% of the outstanding shares of the Company’s common stock on a fully diluted basis, as of July 11, 2013. The aggregate number of shares of the Company’s common stock validly tendered and not properly withdrawn pursuant to the tender offer satisfies the condition to the tender offer that at least 897,864 outstanding shares of the Company’s common stock be validly tendered and not properly withdrawn prior to the expiration of the tender offer. Accordingly, Steel has accepted for payment 1,316,866 shares of the Company’s common stock validly tendered and not properly withdrawn pursuant to the tender offer.

The number of shares of the Company’s common stock validly tendered and not properly withdrawn pursuant to the tender offer exceeded the maximum tender amount of 1,316,866 shares. Because the tender offer was oversubscribed, the number of shares of the Company’s common stock that Steel accepted for purchase from each of the tendering stockholders will be prorated. The estimated proration factor is approximately 63.5% of the shares of the Company’s common stock tendered (including shares tendered in accordance with the guaranteed delivery procedures). The proration factor limits Steel’s purchase to 44.0% of the shares of the Company’s common stock outstanding as of July 11, 2013 on a fully diluted basis, in accordance with the terms of the tender offer.

The number of shares of the Company’s common stock validly tendered and not properly withdrawn (including shares tendered pursuant to guaranteed delivery procedures) and the estimated proration factor are subject to verification by the depository. The final number of shares of the Company’s common stock validly tendered and not properly withdrawn and the final proration factor will be announced following completion of the depository’s verification process. Payment for shares of the Company’s common stock accepted for payment by Steel, based on a final proration factor to be provided by the depository, and adjustments to avoid purchases of fractional shares of the Company’s common stock, will be made promptly upon determination of the final proration factor in accordance with the terms of the tender offer. All shares of the Company’s common stock tendered but not accepted for payment in the tender offer will be returned to the tendering stockholders.



Upon its payment for the tendered shares, Steel will own approximately 44.0% of the Company's outstanding shares of common stock on a fully diluted basis.

**About iGO, Inc.**

iGO, Inc. offers a full line of innovative accessories for almost every mobile electronic device on the market. Whether consumers want to power, protect, listen to, share, cool, hold or connect to their devices, iGO has the accessories they need.

iGO's products are available at [www.igo.com](http://www.igo.com) as well as through leading resellers and retailers. For additional information call 480-596-0061, or visit [www.igo.com](http://www.igo.com).

iGO is a registered trademark of iGO, Inc. All other trademarks or registered trademarks are the property of their respective owners.

**About Steel Excel Inc.**

Steel Excel Inc., through its two business segments, Steel Energy Ltd. and Steel Sports Inc., is committed to acquiring, strengthening and growing profitable businesses. Steel Energy provides well servicing, workover and other services to the oil and gas industry. Steel Sports is a network of branded participatory and experience-based businesses engaged in sports, training, entertainment and consumer lifestyle. More information is available at Steel Excel's website: [www.steelexcel.com](http://www.steelexcel.com).

**Forward-looking statements**

Certain statements made in this press release are "forward-looking statements." Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as "believes", "expects", "may", "should", "intend" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown, or unknown risks or uncertainties materialize, actual results could vary materially from iGO, Inc.'s or Steel Excel Inc.'s expectations and projections. Risks and uncertainties include, among other things, the ability to effect the transactions on a timely basis or at all, business effects, including effects of industry, economic or political conditions outside either company's control, as well as other cautionary statements contained in iGO, Inc.'s periodic reports filed with the Securities and Exchange Commission, including in its Annual Report on Form 10-K for the year ended December 31, 2012, and in Steel Excel Inc.'s periodic reports filed with the Securities and Exchange Commission, including in its Annual Report on Form 10-K for the year ended December 31, 2012. Neither iGO, Inc. nor Steel Excel Inc. undertakes to update the disclosures made herein, and you are urged to read their respective filings with the Securities and Exchange Commission.

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