

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

SCHEDULE TO

Amendment No. 3

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

I-FLOW CORPORATION

(Name of Subject Company (Issuer))

BOXER ACQUISITION, INC.

(Offeror)

A wholly Owned Subsidiary of

KIMBERLY-CLARK CORPORATION

(Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

449520303

(Cusip Number of Class of Securities)

John Wesley

Kimberly-Clark Corporation

P.O. Box 619100

Dallas, Texas 75261-9100

(972) 281-1200

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

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$325,493,355	\$ 18,162.53

- (1) Estimated for purposes of calculating the amount of the filing fee only. The calculation is based on the offer to purchase up to 25,730,700 shares of common stock, par value \$0.001 per share, of I-Flow Corporation (the "Company") at an offer price of \$12.65 per share. Such shares consist of (i) 24,463,356 shares of common stock of the Company outstanding as of October 18, 2009 (including 248,052 shares of unvested restricted stock), (ii) 558,414 shares of common stock of the Company potentially issuable upon the exercise of outstanding in-the-money stock options as of October 18, 2009 and (iii) 708,930 shares of common stock of the Company subject to issuance pursuant to outstanding restricted stock units as of October 18, 2009.
- (2) The filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #5 for fiscal year 2009, issued March 11, 2009, by multiplying the transaction value by 0.0000558.

☒ 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: \$18,162.53
Form or Registration No.: Schedule TO

Filing Party: Kimberly-Clark Corporation and Boxer Acquisition, Inc.
Date Filed: October 20, 2009

☐ 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: ☐

This Amendment No. 3 to the Tender Offer Statement on Schedule TO (this “Amendment”) is filed by (i) Boxer Acquisition, Inc., a Delaware corporation (the “Purchaser”) and wholly owned subsidiary of Kimberly-Clark Corporation, a Delaware corporation (“Parent”), and (ii) Parent. This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on October 20, 2009 (together with any amendments and supplements thereto, the “Schedule TO”), and relates to the offer (the “Offer”) by the Purchaser to purchase all of the outstanding shares of common stock of I-Flow Corporation, a Delaware corporation (the “Company”), par value \$0.001 per share, together with the associated purchase rights issued pursuant to the Rights Agreement, dated as of March 8, 2002, and as thereafter amended, between the Company and American Stock Transfer & Trust Company, as Rights Agent (the “Rights” and, together with the shares of the Company’s common stock, the “Shares”), at a purchase price of \$12.65 per Share net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 20, 2009 (together with any amendments and supplements thereto, the “Offer to Purchase”) and in the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule TO.

Item 11. Additional Information.

Item 11(a)(3) of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

“At 11:59 p.m., New York City time, on Wednesday, November 4, 2009, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”), applicable to the Offer and the Merger expired. Accordingly, the condition to the Offer relating to the expiration or termination of the HSR Act waiting period has been satisfied. On November 5, 2009, Parent issued a press release announcing the expiration of the HSR Act waiting period, a copy of which is filed as Exhibit (a)(5)(D) hereto.”

Item 12. Exhibits.

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

“(a)(5)(D) Press Release issued by Kimberly-Clark Corporation on November 5, 2009.”

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.

Date: November 5, 2009

BOXER ACQUISITION, INC.

By: /s/ Joanne B. Bauer

Name: Joanne B. Bauer

Title: President and Chief Executive Officer

Date: November 5, 2009

KIMBERLY-CLARK CORPORATION

By: /s/ John W. Wesley

Name: John W. Wesley

Title: Vice President and Secretary

Kay Jackson
972-281-1486
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**Kimberly-Clark Corporation Announces Regulatory Clearance
For Its Planned Acquisition of I-Flow Corporation**

DALLAS, TX (Nov. 05, 2009) — Kimberly-Clark Corporation (NYSE: KMB) today announced the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act with respect to its previously announced planned acquisition of I-Flow Corporation (NASDAQ: IFLO).

Kimberly-Clark initiated a cash tender offer on October 20, 2009 to purchase all outstanding shares of I-Flow common stock. The tender offer will expire at midnight on November 17, 2009, unless extended in accordance with the terms of the merger agreement with I-Flow and the applicable rules and regulations of the U.S. Securities and Exchange Commission (SEC). Termination of the waiting period satisfies one of the conditions to the closing of the tender offer. The closing of the tender offer also is conditioned on the tender of a majority of the outstanding shares of I-Flow Corporation's common stock on a fully diluted basis and the satisfaction of other customary closing conditions.

Upon the successful closing of the tender offer, stockholders of I-Flow will receive \$12.65 in cash for each share of I-Flow common stock tendered in the offer, without interest and less any required withholding taxes. Following the purchase of shares in the tender offer, I-Flow will operate as part of Kimberly-Clark Health Care, a global business segment of Kimberly-Clark Corporation, with net sales of more than \$1 billion.

About Kimberly-Clark and Kimberly-Clark Health Care

Kimberly-Clark and its well-known global brands are an indispensable part of life for people in more than 150 countries. To learn more about Kimberly-Clark and its 137-year history of innovation, visit www.kimberly-clark.com.

Around the world, medical professionals turn to Kimberly-Clark for a wide portfolio of solutions that improve the health, hygiene and well-being of their patients and staff. As part of their healing mission, caregivers rely on Kimberly-Clark Health Care to deliver clinical solutions and educational resources that they can depend on to prevent, diagnose and manage a wide variety of healthcare-associated infections. This over \$1 billion global business segment of Kimberly-Clark Corporation holds the No. 1 or

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No. 2 positions in several categories including infection control solutions, surgical solutions, pain management and digestive health. And throughout the care continuum, patients and staff alike trust Kimberly-Clark medical supplies and devices, Kleenex brand tissues, Kimberly-Clark professional skin care products, and Scott brand towels for day-to-day needs. For more information, please visit www.kchealthcare.com.

This press release contains “forward-looking statements.” These statements include, but are not limited to, statements about the expected benefits of the transaction involving Kimberly-Clark and I-Flow, including potential synergies and cost savings, future financial and operating results, and the combined company’s plans and objectives. In addition, statements made in this communication about anticipated financial results, future operational improvements and results or regulatory approvals are also forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from Kimberly-Clark’s and I-Flow’s expectations and projections.

Risks and uncertainties include satisfaction of closing conditions for the acquisition, including the tender of a majority of the outstanding shares of common stock of I-Flow, calculated on a fully diluted basis; the possibility that the transaction will not be completed, or if completed, not completed on a timely basis; the potential that market segment growth will not follow historical patterns; general industry conditions and competition; business and economic conditions, such as interest rate and currency exchange rate fluctuations; technological advances and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; domestic and foreign governmental laws and regulations, and trends toward healthcare cost containment. Kimberly-Clark can give no assurance that any of the transactions related to the Offer will be completed or that the conditions to the Offer and the merger will be satisfied. A further list and description of additional business risks, uncertainties and other factors can be found in Kimberly-Clark’s Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and I-Flow’s Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as well as other Kimberly-Clark and I-Flow SEC filings. Copies of these filings, as well as subsequent filings, are available online at www.sec.gov, www.kimberly-clark.com,

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www.iflo.com or on request from Kimberly-Clark or I-Flow. Many of the factors that will determine the outcome of the subject matter of this communication are beyond Kimberly-Clark's or I-Flow's ability to control or predict. Neither Kimberly-Clark nor I-Flow undertakes to update any forward-looking statements as a result of new information or future events or developments.

Important Additional Information

This release is neither an offer to purchase nor a solicitation of an offer to sell securities. Kimberly-Clark has filed a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (SEC). Kimberly-Clark has mailed an offer to purchase, forms of letter of transmittal and related documents to I-Flow stockholders. I-Flow has filed with the SEC, and has mailed to I-Flow stockholders, a solicitation/recommendation statement on Schedule 14D-9. INVESTORS AND I-FLOW STOCKHOLDERS ARE STRONGLY ADVISED TO READ THE TENDER OFFER STATEMENT (INCLUDING THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED TENDER OFFER DOCUMENTS), AND THE RELATED SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 FILED BY I-FLOW WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION.

These documents will be available at no charge on the SEC's website at www.sec.gov. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may be obtained free of charge by directing a request to Kimberly-Clark at P.O. Box 612606, Dallas, Texas 75261-2606, by phone at 972-281-1522, or email: stockholders@kcc.com.

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