

SECURITIES AND EXCHANGE COMMISSION,
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(RULE 14d-100)

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

(Amendment No.2)

ALYSIS TECHNOLOGIES, INC.
(Name of Subject Company (Issuer))

PITNEY BOWES INC.
and
MAUI ACQUISITION CORP.
(Name of Filing Persons (Offerors))

Common Stock, Par Value \$0.01
(Title of Class of Securities)

449194109
(CUSIP Number of Class of Securities)

SARA MOSS, ESQ.
PITNEY BOWES INC.
WORLD HEADQUARTERS
STAMFORD, CONNECTICUT 06926-0700

COPIES TO:

DOUGLAS A. CIFU, ESQ.
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NEW YORK, NEW YORK 10019-6064
(212) 373-3000

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

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 13c-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. 2 (the "Second Amendment") amends and supplements
the Tender Offer Statement on Schedule TO filed on March 29, 2001 (as
subsequently amended and supplemented, the "Schedule TO") by Maui Acquisition
Corp., a Delaware corporation (the "Purchaser") and a wholly-owned subsidiary of

Pitney Bowes Inc., a Delaware corporation ("Parent"). On April 13, 2001, the Purchaser and Parent filed Amendment No.1 to Schedule TO. The Schedule TO is related to the offer by the Purchaser to purchase all the outstanding shares of common stock, par value \$0.01 per share (the "Common Shares"), of Alysis Technologies, Inc. (the "Company") and all the outstanding shares of class B common stock of the Company, par value \$0.01 per share (the "Class B Shares" and, together with the Common Shares, the "Shares"), at a purchase price of \$1.39 per Share, net to the Seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 29, 2001 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any amendments and supplements thereto, collectively constitute the "Offer") copies of which are filed with the Schedule TO as Exhibits (a) (1) (A) and (a) (1) (B), respectively. Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

ITEM 4 TERMS OF THE TRANSACTION,

ITEM 6 PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS

AND

ITEM 8 INTEREST IN SECURITIES OF THE COMPANY

Item 4, 6 and 8 of Schedule TO are amended and supplemented to include the following information:

"The Offer initially expired at 12:00 midnight, New York City time, on April 25, 2001. At that time, 10,083,418 Common Shares have been tendered (including approximately 65,724 Common Shares that are guaranteed to be delivered), representing about 89.94% of the outstanding Common Shares of the Company, and 2,417,112 Class B Shares have been tendered, representing about 100% of the outstanding Class B Shares. The Purchaser has accepted for payment all validly tendered Shares and expects to make payment for the accepted Shares to the Depository on April 26, 2001, or promptly thereafter.

The Purchaser has decided to provide a Subsequent Offering Period commencing Thursday, April 26, 2001 at 9:00 a.m. New York City Time, and expiring at 5:00 p.m. New York City Time, on Wednesday, May 2, 2001, in accordance with Rule 14d-11 of the Exchange Act. During such period, the Purchaser will instruct the Depository to immediately accept and promptly pay for all the Shares tendered as they are tendered. No withdrawal rights will be available to the Stockholders during such Subsequent Offering Period. Except as amended by this paragraph as required by Rule 14d-11, the terms and conditions of the Offer remain in effect and unmodified."

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Attached hereto as Exhibit (a) (1) (H) and as required by Rule 14d-11 of the Exchange Act, is the press release announcing the Subsequent Offering Period and the information contained therein is incorporated herein by reference.

ITEM 12 EXHIBITS

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

(a) (1) (H) Text of the Press Release issued by Pitney Bowes Inc. on April 26, 2001

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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.

Dated: April 26, 2001

Pitney Bowes Inc.

By: /s/ Bruce P. Nolop

Name: Bruce P. Nolop
Title: Executive VP & CFO

Maui Acquisition Corp.

By: /s/ Bruce P. Nolop

Name: Bruce P. Nolop
Title: Executive Officer

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INDEX TO EXHIBITS

EXHIBIT NUMBER

DESCRIPTION

(a) (1) (H)

Text of the Press Release issued by Pitney Bowes Inc.
on April 26, 2001

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[GRAPHIC OMITTED]
[LOGO - PITNEY BOWES]

FOR IMMEDIATE RELEASE

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PITNEY BOWES ENTERS SUBSEQUENT TENDER OFFERING PERIOD
FOR ALYSIS TECHNOLOGIES, INC.

STAMFORD, CONN. - APRIL 26, 2001 - Pitney Bowes Inc. (NYSE: PBI) announced today that it will provide a subsequent offering period of five business days in its \$1.39 per share cash tender offer for all the outstanding shares of common stock and class B common stock of Alysis Technologies, Inc. (OTCBB: ALYS). The subsequent offering period begins Thursday, April 26, 2001 at 9:00 a.m. New York City time, and expires at 5:00 p.m. New York City time, on Wednesday, May 2, 2001. During such period, Pitney Bowes offers to pay \$1.39 in cash per share of Alysis common stock and class B common stock validly tendered.

The offer initially expired at 12:00 midnight, New York City time, on April 25, 2001. To date, 10,083,418 shares of Alysis common stock have been tendered (including approximately 65,724 shares that are guaranteed to be delivered), representing about 89.94% of the outstanding shares of Alysis common stock, and 2,417,112 shares of Alysis class B common stock have been tendered, representing about 100% of the outstanding shares of Alysis class B common stock. Pitney Bowes, through its wholly owned subsidiary Maui Acquisition Corp., has accepted for payment all validly tendered

shares and expects to make payment for the accepted shares to Wilmington Trust Company, the depository on April 26, 2001, or promptly thereafter.

The subsequent offering period is intended to allow Pitney Bowes time to confirm its acquisition of at least 90 percent of the outstanding shares of Alysis common stock. During such period, Pitney Bowes, through Maui Acquisition Corp., expects to immediately accept and promptly pay for all the shares of Alysis common stock tendered as they are tendered. No withdrawal rights will be available to holders of such shares during the subsequent offering period.

Following the expiration of the subsequent offering period and as soon as practicable thereafter, Pitney Bowes intends to cause Maui Acquisition Corp. to merge with Alysis. Alysis will then become a wholly owned subsidiary of Pitney Bowes. The terms of the offer and other relevant information are available through public filings made by Maui Acquisition Corp. and Alysis Technologies, Inc. at <http://www.sec.gov>.

The information agent for the tender offer is MacKenzie Partners, Inc. For additional information please call collect (212) 929-5500, or toll free 1-800-322-2885.

PITNEY BOWES INC. is a \$4 billion global provider of integrated mail and document management solutions headquartered in Stamford, Connecticut. Pitney Bowes serves over 2 million businesses of all sizes through dealer and direct operations. Its docSense unit is the premier global provider of solutions for the creation and distribution of efficient and effective documents in paper and digital form. Additional information about Pitney Bowes or Pitney Bowes docSense is available at www.pitneybowes.com or www.docsense.pb.com.

ALYSIS TECHNOLOGIES, INC. is a provider of component-based e-billing software that snaps-in to any major e-commerce implementation. Its modular WorkOut products enable companies to solve complex business problems via streamlining billing, payment, processing, dispute management, workflow and data analysis. For more information is available at WWW.ALYSIS.COM

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