

VARSITY BRANDS INC  
Form SC 13E3/A  
August 18, 2003

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

**Amendment No. 6**  
**To**

**SCHEDULE 13E-3**  
(Rule 13e-100)

**TRANSACTION STATEMENT UNDER SECTION 13(e) OF THE SECURITIES  
EXCHANGE ACT OF 1934 AND RULE 13e-3 THEREUNDER**

**Rule 13e-3 Transaction Statement**  
**under Section 13(e) of the Securities Exchange Act of 1934**

**VARSITY BRANDS, INC.**

(Name of the Issuer)

**VARSITY BRANDS, INC.**  
**VBR HOLDING CORPORATION**  
**VB MERGER CORPORATION**  
**GREEN EQUITY INVESTORS IV, L.P.**  
**GEI CAPITAL IV, LLC**  
**JEFFREY G. WEBB**  
**JOHN M. NICHOLS**

(Name of Persons Filing Statement)

**COMMON STOCK, PAR VALUE \$.01 PER SHARE**

(Title of Class of Securities)

**765670-10-4**

(CUSIP Number of Class of Securities)

**JOHN M. NICHOLS**  
**C/O VARSITY BRANDS, INC.**  
**6745 LENOX CENTER COURT, SUITE 300**  
**MEMPHIS, TENNESSEE 38115**  
**TELEPHONE (901) 387-4300**

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

**JONATHAN A. SEIFFER**  
**C/O VBR HOLDING CORPORATION**  
**11111 SANTA MONICA BOULEVARD, SUITE 2000**  
**LOS ANGELES, CALIFORNIA 90025**  
**TELEPHONE (310) 954-0444**

**With Copies to:**

**CLIFFORD A. BRANDEIS, ESQ.**  
**ZUKERMAN GORE & BRANDEIS, LLP**

**HOWARD A. SOBEL, ESQ.**  
**LATHAM & WATKINS LLP**



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contribute shares of Varsity common stock to VBR Holding Corp in exchange for shares of VBR Holding Corp common stock.

As a result of the Merger, Varsity, the issuer of the equity securities which are subject of the Rule 13e-3 transaction, will become a wholly owned subsidiary of VBR Holding Corp. This Schedule 13E-3 is being filed by Varsity, VB Merger Corp, VBR Holding Corp, Green Equity Investors IV, L.P., a Delaware limited partnership ("Green Equity"), GEI Capital IV, LLC ("GEI Capital"), Jeff Webb and John Nichols. The purpose of this amendment to the Schedule 13E-3 is to file (i) Varsity's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 filed with the Securities and Exchange Commission on August 14, 2003, and (ii) the complaint filed on August 13, 2003 against Varsity, each of its directors and Leonard Green & Partners, L.P. in the Delaware Court of Chancery.

The filing of this Schedule 13E-3 shall not be construed as an admission by VBR Holding Corp, VB Merger Corp, Green Equity, GEI Capital or any of their affiliates that Varsity is "controlled" by or under common "control" with VBR Holding Corp, VB Merger Corp, Green Equity, GEI Capital or that any of VBR Holding Corp, VB Merger Corp, Green Equity, GEI Capital or any of their affiliates is an "affiliate" of Varsity within the meaning of Rule 13e-3 under Section 13(e) of the Exchange Act.

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### ITEM 16. EXHIBITS

\* (A) (3) Proxy Statement filed with the Securities and Exchange Commission on August 12, 2003.

(A) (5) (1) Varsity's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003.

(A) (5) (2) Complaint filed on August 13, 2003 in the Delaware Court of Chancery in the action Sharon Kolton v. Varsity Brands, Inc., Robert E. Nederlander, Jeffrey G. Webb, Leonard Toboroff, Don R. Kornstein, John McConaughy, Jr., Glenn E. Schembechler, Arthur N. Seessel, III, and Leonard Green & Partners, L.P.

\* (B) (1) Commitment Letter and Term Sheet, dated April 16, 2003 among Northwestern Mutual Life Insurance Company, BancAmerica Capital Investors I, L.P. and Leonard Green & Partners.

\* (B) (2) Commitment Letter and Term Sheet, dated April 17, 2003 between Wells Fargo Bank, National Association and Leonard Green & Partners.

\* (C) (1) Opinion of Rothschild Inc., incorporated herein by reference to Annex B to the Proxy Statement.

\* (C) (2) Materials presented by Rothschild Inc. to the Varsity Board of Directors on April 21, 2003.

\* (C) (3) Materials presented by Rothschild Inc. to the Varsity Board of Directors on March 5, 2003. Note: Certain confidential portions of this exhibit have been omitted as indicated in the exhibit and filed with the Securities and Exchange Commission.

\* (D) (1) Agreement and Plan of Merger, dated as of April 21, 2003, by and among Varsity Brands, Inc., VBR Holding Corporation and VB Merger Corporation, incorporated herein by reference to Annex A to the Proxy Statement.

\* (D) (2) Form of Voting Agreement, dated as of April 21, 2003, between VBR Holding Corporation and each of Robert Nederlander, Jeffrey Webb, Leonard Toboroff, John McConaughy, John Nichols, Gregory Webb, David Groelinger, Kline Boyd, and Kristyn Shepherd, incorporated herein by reference to Annex D to the Proxy Statement.

\* (D) (3) Employment Agreement, dated as of April 21, 2003, between VB Merger Corporation and Jeffrey Webb.

\* (D) (4) Employment Agreement, dated as of April 21, 2003, between VB Merger Corporation and John M. Nichols.

\* (D) (5) Contribution and Subscription Agreement, dated as of April 21, 2003, between Jeffrey Webb and VBR Holding Corporation.

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\* (D) (6) Contribution and Option Exchange Agreement, dated as of April 21, 2003, between John M. Nichols and VBR Holding Corporation.

\* (D) (7) Contribution and Subscription Agreement, dated as of July 3, 2003, between J. Kristyn Shepherd and VBR Holding Corporation.

\* (D) (8) Contribution and Subscription Agreement, dated as of July 3, 2003, between Gregory C. Webb and VBR Holding Corporation.

\* (F) Section 262 of the General Corporation Law of the State of Delaware, incorporated herein by reference to Annex C to the Proxy Statement.

(G) None.

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Previously Filed

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**SIGNATURE**

After due inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: August 18, 2003

**VARSITY BRANDS, INC.**

By: /s/ JOHN M. NICHOLS

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Name: John M. Nichols  
Title: Senior Vice President and Chief Financial Officer

/s/ JEFFREY G. WEBB

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Jeffrey G. Webb

/s/ JOHN M. NICHOLS

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John M. Nichols

**VBR HOLDING CORPORATION**

By: /s/ JONATHAN A. SEIFFER

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Name: Jonathan A. Seiffer  
Title: Vice President

**VB MERGER CORPORATION**

By: /s/ JONATHAN A. SEIFFER

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Name: Jonathan A. Seiffer  
Title: Vice President

**GREEN EQUITY INVESTORS IV, L.P.**

By: **GEI CAPITAL IV, LLC**  
**its general partner**

By: /s/ JONATHAN A. SEIFFER

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Name: Jonathan A. Seiffer  
 Title: *Member*

**GEI CAPITAL IV, LLC**

By: /s/ JONATHAN A. SEIFFER

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Name: Jonathan A. Seiffer  
 Title: *Member*

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**DESCRIPTION**

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[SIGNATURE](#)

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