

WEYERHAEUSER CO
Form SC TO-I/A
July 09, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO/A

(Amendment No. 3)

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

WEYERHAEUSER COMPANY

(Name of Subject Company (issuer) and Filing Person (offeror))

Common Shares, par value \$1.25 per share

(Title of Class of Securities)

962166104

(CUSIP Number of Class of Securities)

Sandy D. McDade, Esq.

Senior Vice President and General Counsel

Weyerhaeuser Company

33663 Weyerhaeuser Way South

Federal Way, Washington 98003

(253) 924-2345

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

| | | |
|--|---|--|
| Andrew J. Pitts, Esq. | Keith P. Bishop, Esq. | Michael E. Flynn, Esq. |
| D. Scott Bennett, Esq. | Allen Matkins Leck Gamble Mallory & Natsis LLP | Brian J. Lane, Esq. |
| Cravath, Swaine & Moore LLP | 1900 Main Street, Fifth Floor | Gibson, Dunn & Crutcher LLP |
| Worldwide Plaza | Irvine, California 92614 | 3161 Michelson Drive |
| 825 Eighth Avenue | (949) 553-1313 | Irvine, California 92612 |
| New York, New York 10019 | | (949) 451-4054 |
| (212) 474-1000 | | |

CALCULATION OF FILING FEE

Transaction Valuation
\$2,418,905,000.00⁽¹⁾

Amount of Filing Fee
\$311,554.96⁽²⁾

- (1) Estimated solely for calculating the filing fee, based on the average of the high and low prices of shares of common stock of TRI Pointe Homes, Inc., as reported on the New York Stock Exchange on January 8, 2014, multiplied by 1.297 (which is the number of shares of TRI Pointe common stock to be received per WRECO common share as a result of the Merger) and rounded down to the nearest cent.
- (2) The amount of the filing fee has been calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, in connection with the TRI Pointe Homes, Inc. Form S-4, as set forth therein.
- x 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.

Edgar Filing: WEYERHAEUSER CO - Form SC TO-I/A

Amount Previously Paid: \$311,554.96, paid in connection with TRI Pointe Homes, Inc. s
Registration Statement on Form S-4, which was filed on January 9, 2014 (Registration
No. 333-193248).

Form or Registration No.: Form S-4 (No. 333-193248)

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 transaction 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 amends and supplements the Issuer Tender Offer Statement on Schedule TO filed by Weyerhaeuser Company (Weyerhaeuser) with the Securities and Exchange Commission (SEC) on May 22, 2014, as amended by Amendments No. 1 and No. 2 to the Issuer Tender Offer Statement, filed with the SEC on June 30, 2014 and July 3, 2014, respectively (as so amended, the Schedule TO).

The Schedule TO relates to the offer by Weyerhaeuser to exchange all common shares, par value \$0.04 per share, of Weyerhaeuser Real Estate Company (WRECO), Weyerhaeuser s homebuilding business, for common shares, par value \$1.25 per share, of Weyerhaeuser (Weyerhaeuser common shares) that were validly tendered and not properly withdrawn prior to the expiration of the Exchange Offer (as defined below). The Exchange Offer expired at 12:00 midnight, New York City time, on July 2, 2014.

Following the satisfaction of all closing conditions, on July 7, 2014, a subsidiary of TRI Pointe Homes, Inc. (TRI Pointe) merged with and into WRECO, with WRECO surviving the merger and becoming a wholly owned subsidiary of TRI Pointe (the Merger). In the Merger, each issued and outstanding WRECO common share converted into the right to receive 1.297 fully paid and non-assessable shares of TRI Pointe common stock based on the terms and subject to the conditions set forth in the Prospectus Offer to Exchange, dated May 22, 2014 (the Prospectus Offer to Exchange), the Letter of Transmittal and the Exchange and Transmittal Information Booklet for Common Shares of Weyerhaeuser Company, copies of which are incorporated herein by reference as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(iii), respectively (which, together with any amendments or supplements thereto, collectively constitute the Exchange Offer).

In connection with the Exchange Offer, WRECO has filed under the Securities Act of 1933, as amended (the Securities Act), a registration statement on Form S-4 and Form S-1 (Registration No. 333-193251) (the Registration Statement) to register the WRECO common shares offered in exchange for Weyerhaeuser common shares tendered in the Exchange Offer and to be distributed in any pro rata dividend to the extent that the Exchange Offer was not fully subscribed. TRI Pointe has filed under the Securities Act a registration statement on Form S-4 (Registration No. 333-193248) to register the shares of TRI Pointe common stock into which WRECO common shares were converted in the Merger.

This Amendment No. 3 shall be read together with the Schedule TO. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported on the Schedule TO.

Item 4. Terms of the Transaction.

Item 4(a) of the Schedule TO, which incorporates by reference the information contained in the Exchange Offer, is hereby amended and supplemented by adding the following thereto:

Based on the final count by the exchange agent, a total of approximately 205,186,689 Weyerhaeuser common shares were validly tendered in the exchange offer, including approximately 322,303 shares tendered by odd-lot shareholders. Odd-lot shareholders were eligible for preferential treatment whereby their shares would be fully accepted in the offer without being subject to proration. All remaining validly tendered Weyerhaeuser common shares were accepted in the exchange on a pro rata basis using the final proration factor. Based on the final count by the exchange agent, the final proration factor is approximately 28.55%. Weyerhaeuser common shares that were validly tendered but not accepted for exchange will be returned to tendering shareholders.

In the Exchange Offer, Weyerhaeuser accepted approximately 58,813,151 Weyerhaeuser common shares in exchange for the 100,000,000 WRECO common shares held by Weyerhaeuser. Each Weyerhaeuser common share accepted for exchange by Weyerhaeuser was exchanged for 1.7003 WRECO common shares. In the Merger, each WRECO common share automatically converted into the right to receive 1.297 shares of TRI Pointe common stock. As a result, Weyerhaeuser shareholders who tendered their Weyerhaeuser common shares as part of the exchange offer will receive approximately 2.2053 shares of TRI Pointe common stock for each Weyerhaeuser common share accepted for exchange. The TRI Pointe common stock issued in the Merger represents approximately 79.6% percent of the shares of TRI Pointe common stock that are outstanding after the Merger.

Under the terms of the Exchange Offer, fractional shares of TRI Pointe common stock will not be issued. Rather, fractional shares will be aggregated and sold by TRI Pointe's transfer agent, with the net cash proceeds from the sale distributed to the respective tendering shareholders with fractional interests.

On July 9, 2014, Weyerhaeuser issued a press release announcing the final results of the Exchange Offer and the final proration factor for shares tendered in the Exchange Offer, a copy of which is attached as Exhibit (a)(1)(x) hereto and

is incorporated herein by reference.

Item 12. Exhibits.

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

Exhibit

| No. | Description |
|------------|---|
| (a)(1)(x) | Press release, dated July 7, 2014 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Weyerhaeuser with the Securities and Exchange Commission on July 7, 2014) |
| (a)(1)(xi) | Press release, dated July 9, 2014 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Weyerhaeuser with the Securities and Exchange Commission on July 9, 2014) |

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.

WEYERHAEUSER COMPANY

By: /s/ Devin W. Stockfish

Name: Devin W. Stockfish

Title: Corporate Secretary

Dated: July 9, 2014

EXHIBIT INDEX

| Exhibit | |
|----------------|--|
| No. | Description |
| (a)(1)(i) | Prospectus Offer to Exchange, dated May 22, 2014 (incorporated by reference to the Registration Statement). |
| (a)(1)(ii) | Letter of Transmittal for Weyerhaeuser common shares (incorporated by reference to Exhibit 99.2 to the Registration Statement). |
| (a)(1)(iii) | Exchange and Transmittal Information Booklet for Weyerhaeuser common shares (incorporated by reference to Exhibit 99.3 to the Registration Statement). |
| (a)(1)(iv) | Letter to brokers, dealers, commercial banks, trust companies and other nominees (incorporated by reference to Exhibit 99.4 to the Registration Statement). |
| (a)(1)(v) | Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees (incorporated by reference to Exhibit 99.5 to the Registration Statement). |
| (a)(1)(vi) | Notice of Guaranteed Delivery for Weyerhaeuser common shares (incorporated by reference to Exhibit 99.6 to the Registration Statement). |
| (a)(1)(vii) | Notice of Withdrawal for Weyerhaeuser common shares (incorporated by reference to Exhibit 99.7 to the Registration Statement). |
| (a)(1)(viii) | Press release, dated June 30, 2014 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Weyerhaeuser with the Securities and Exchange Commission on June 30, 2014) |
| (a)(1)(ix) | Press release, dated July 3, 2014 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Weyerhaeuser with the Securities and Exchange Commission on July 3, 2014) |
| (a)(1)(x) | Press release, dated July 7, 2014 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Weyerhaeuser with the Securities and Exchange Commission on July 7, 2014) |
| (a)(1)(xi) | Press release, dated July 9, 2014 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Weyerhaeuser with the Securities and Exchange Commission on July 9, 2014) |
| (a)(2) | None. |
| (a)(3) | None. |
| (a)(4) | Prospectus Offer to Exchange, dated May 22, 2014 (incorporated by reference to the Registration Statement). |
| (a)(5)(i) | Press release, dated May 12, 2014 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Weyerhaeuser with the Securities and Exchange Commission on May 12, 2014). |
| (a)(5)(ii) | Press release, dated May 22, 2014 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Weyerhaeuser with the Securities and Exchange Commission on May 22, 2014). |
| (a)(5)(iii) | Text of the website that is being maintained in connection with the Exchange Offer, updated on May 22, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on May 22, 2014) |

- (a)(5)(iv) Text of the website that is being maintained in connection with the Exchange Offer, updated on May 23, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on May 23, 2014)
- (a)(5)(v) Text of the website that is being maintained in connection with the Exchange Offer, updated on May 27, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on May 27, 2014)
- (a)(5)(vi) Text of the website that is being maintained in connection with the Exchange Offer, updated on May 28, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on May 28, 2014)
- (a)(5)(vii) Investor presentation, dated May 29, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on May 29, 2014)
- (a)(5)(viii) Text of the website that is being maintained in connection with the Exchange Offer, updated on May 29, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on May 29, 2014)
- (a)(5)(ix) Text of the website that is being maintained in connection with the Exchange Offer, updated on May 30, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on May 30, 2014)
- (a)(5)(x) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 2, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 2, 2014)
- (a)(5)(xi) Information related to Weyerhaeuser Real Estate Company's private debt offering, dated June 2, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 2, 2014)
- (a)(5)(xii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 3, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 3, 2014)
- (a)(5)(xiii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 4, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 4, 2014)
- (a)(5)(xiv) Information related to Weyerhaeuser Real Estate Company's private debt offering, dated June 5, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 5, 2014)
- (a)(5)(xv) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 5, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 5, 2014)
- (a)(5)(xvi) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 6, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 6, 2014)
- (a)(5)(xvii) Investor presentation, dated June 9, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 9, 2014)
- (a)(5)(xviii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 9, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 9, 2014)

Edgar Filing: WEYERHAEUSER CO - Form SC TO-I/A

- (a)(5)(xix) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 10, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 10, 2014)
- (a)(5)(xx) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 11, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 11, 2014)

- (a)(5)(xxi) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 12, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 12, 2014)
- (a)(5)(xxii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 13, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 13, 2014)
- (a)(5)(xxiii) Press release, dated June 16, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 16, 2014)
- (a)(5)(xxiv) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 16, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 16, 2014)
- (a)(5)(xxv) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 17, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 17, 2014)
- (a)(5)(xxvi) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 18, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 18, 2014)
- (a)(5)(xxvii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 19, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 19, 2014)
- (a)(5)(xxviii) Information related to Weyerhaeuser Real Estate Company's private debt offering, dated June 19, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 19, 2014)
- (a)(5)(xxix) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 20, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 20, 2014)
- (a)(5)(xxx) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 23, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 23, 2014)
- (a)(5)(xxxi) Information related to TRI Pointe Homes, Inc.'s annual meeting of stockholders, dated June 23, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 23, 2014)
- (a)(5)(xxxii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 24, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 24, 2014)
- (a)(5)(xxxiii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 25, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 25, 2014)
- (a)(5)(xxxiv) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 26, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 26, 2014)
- (a)(5)(xxxv) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 26, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 26, 2014)

Edgar Filing: WEYERHAEUSER CO - Form SC TO-I/A

Exchange Commission on June 26, 2014)

- (a)(5)(xxxvi) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 26, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 26, 2014)
- (a)(5)(xxxvii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 27, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 27, 2014)

- (a)(5)(xxxviii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 27, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 27, 2014)
- (a)(5)(xxxix) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 27, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 27, 2014)
- (a)(5)(xl) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 30, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 30, 2014)
- (a)(5)(xli) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 30, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 30, 2014)
- (a)(5)(xlii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 30, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 30, 2014)
- (a)(5)(xliii) Press release, June 30, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on June 30, 2014)
- (a)(5)(xliv) Press release, July 3, 2014 (incorporated by reference to Weyerhaeuser's Form 425 filed with the Securities and Exchange Commission on July 3, 2014)
- (b) None.
- (d)(i) Transaction Agreement, dated as of November 3, 2013, by and among Weyerhaeuser Company, Weyerhaeuser Real Estate Company, TRI Pointe Homes, Inc. and Topaz Acquisition, Inc. (incorporated by reference to Exhibit 2.1 to Weyerhaeuser Company's Current Report on Form 8-K filed on November 4, 2013).
- (d)(ii) Form of Tax Sharing Agreement to be entered into by and among Weyerhaeuser Company, Weyerhaeuser Real Estate Company and TRI Pointe Homes, Inc. (incorporated by reference to Exhibit 10.5 to Weyerhaeuser Company's Current Report on Form 8-K filed on November 4, 2013).
- (g) None.
- (h) Form of Opinion of Covington & Burling LLP as to certain tax matters (incorporated by reference to Exhibit 8.1 to the Registration Statement).