

Edgar Filing: HELLER FINANCIAL INC - Form SC TO-T/A

HELLER FINANCIAL INC  
Form SC TO-T/A  
October 24, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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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. 4)

HELLER FINANCIAL, INC.  
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(Name of Subject Company (Issuer))

HAWK ACQUISITION CORP. (OFFEROR)  
a wholly-owned subsidiary of

GENERAL ELECTRIC CAPITAL CORPORATION  
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(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other  
Person))

Class A Common Stock, par value \$0.25 per share;  
Class B Common Stock, par value \$0.25 per share  
-----

(Title of Class of Securities)

423328103  
(Class A Common Stock)  
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(CUSIP Number of Class of Securities)

Nancy E. Barton, Esq.  
General Electric Capital Corporation  
260 Long Ridge Road  
Stamford, Connecticut 06927  
(203) 357-8000  
-----

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

COPY TO:

Thomas A. Roberts, Esq.  
Raymond O. Gietz, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

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TO on October 1, 2001. The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of Class A common stock, par value \$0.25 per share (the "Class A Common Stock"), of Heller Financial, Inc., a Delaware corporation (the "Company"), and all of the outstanding shares of Class B common stock, par value \$0.25 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Shares"), of the Company, at a purchase price of \$53.75 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 August 3, 2001, filed as Exhibit (a)(1)(A) to the Schedule TO (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any supplements or amendments thereto, collectively constitute the "Offer").

### ITEM 11. ADDITIONAL INFORMATION.

On October 23, 2001, GE Capital issued a press release announcing, among other things, that it had received the requisite approval from the European Commission regarding GE Capital's proposed acquisition of the Company. The full text of the press release is set forth in Exhibit (a)(1)(K) hereto and is incorporated herein by reference.

### ITEM 12. EXHIBITS.

- (a) (1) (A) Offer to Purchase, dated August 3, 2001.\*
- (a) (1) (B) Letter of Transmittal.\*
- (a) (1) (C) Notice of Guaranteed Delivery.\*
- (a) (1) (D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a) (1) (E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a) (1) (F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*
- (a) (1) (G) Press release issued by GE Capital on July 30, 2001 (incorporated by reference to the press release previously filed under cover of Schedule TO by GE Capital on July 30, 2001).\*
- (a) (1) (H) Form of Summary Advertisement, dated August 3, 2001.\*
  
- (a) (1) (I) Press release issued by GE Capital on August 30, 2001.\*
- (a) (1) (J) Press release issued by GE Capital on October 1, 2001.\*
- (a) (1) (K) Press release issued by GE Capital on October 23, 2001.
- (b) Not applicable.

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- (d) (1) Agreement and Plan of Merger, dated as of July 30, 2001, by and among GE Capital, Purchaser and the Company.\*
- (d) (2) Support Agreement, dated as of July 30, 2001, by and among GE Capital, Purchaser and Fuji America Holdings, Inc.\*
- (d) (3) Confidentiality Agreement, dated as of July 19, 2001, by and between GE Capital and the Company.\*
- (d) (4) Assignment and Assumption of Amended and Restated Keep Well Agreement, dated July 30, 2001, by and among GE Capital, The Fuji Bank, Limited, The Fuji Bank Limited, New York Branch, and the Company.\*
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed.

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.

HAWK ACQUISITION CORP.

By: /s/ Nancy E. Barton

-----  
Name: Nancy E. Barton  
Title: Vice President

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Nancy E. Barton

-----  
Name: Nancy E. Barton  
Title: Senior Vice President

Dated: October 23, 2001

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## EXHIBIT INDEX

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