

CLARK EQUIPMENT CO /DE/

FORM SC 14D1/A (Statement of Ownership: Tender Offer)

Filed 5/15/1995

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT NO. 8
TO**

SCHEDULE 14D-1
Tender Offer Statement

Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934

Clark Equipment Company
(Name of Subject Company)

CEC Acquisition Corp.

Ingersoll-Rand Company
(Bidder)

Common Stock, \$7.50 par value per share
(Title of Class of Securities)

18139610
(CUSIP Number of Class of Securities)

Patricia Nachtigal, Esq.
Vice President and General Counsel
Ingersoll-Rand Company
World Headquarters
200 Chestnut Ridge Road
Woodcliff Lake, New Jersey 07675
Telephone: (201) 573-0123
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Bidder)

Copy to:

Robert L. Friedman, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
Telephone: (212) 455-2000

This Amendment No. 8 amends and supplements the Tender Offer Statement on Schedule 14D-1 filed on April 3, 1995 (as amended and supplemented, the "Schedule 14D-1") relating to the offer by CEC Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly owned subsidiary of Ingersoll-Rand Company, a New Jersey corporation (the "Parent"), to purchase all of the outstanding shares of Common Stock, \$7.50 par value per share (the "Shares"), of Clark Equipment Company, a Delaware corporation (the "Company"), and the associated Preferred Stock Purchase Rights (the "Rights") issued pursuant to the Rights Agreement dated as of March 10, 1987, as amended and restated as of August 14, 1990, and as amended as of April 10, 1995 between the Company and Harris Trust and Savings Bank, as Rights Agent, at a purchase price of \$86.00 per Share (and associated Right), 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 April 3, 1995, as amended and supplemented on April 12, 1995 (the "Offer to Purchase"), and in the related Letter of Transmittal. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings assigned to them in the Schedule 14D-1.

Item 10. Additional Information.

Items 10(b), (c), (e) and (f) of the Schedule 14D-1 are hereby amended and supplemented as follows:

On May 15, 1995, the Parent issued a press release announcing that it has sold the assets of its domestic Paving Equipment Business to Champion Road Machinery Limited of Canada. The full text of the press release is set forth in Exhibit 11(a)(23) and is incorporated herein by reference.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented to add the following:

(a)(23) Press release issued by the Parent on May 15, 1995.

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.

INGERSOLL-RAND COMPANY

*By: /s/ James E. Perrella
Name: James E. Perrella
Title: Chairman, President and
Chief Executive Officer*

CEC ACQUISITION CORP.

*By: /s/ Thomas F. McBride
Name: Thomas F. McBride
Title: President*

Date: May 15, 1995

EXHIBIT INDEX

Exhibit No.	Description	Page No.
(a)(23)	Press release issued by the Parent on May 15, 1995	

Corporate Communications
Woodcliff Lake, New Jersey 07675

CONTACT:

FOR RELEASE:

Thomas F. McBride For Immediate Release Senior Vice President
and Chief Financial Officer
(201) 573-3486

INGERSOLL-RAND SELLS ITS PAVING EQUIPMENT BUSINESS

Woodcliff Lake, New Jersey (May 15, 1995) -- Ingersoll-Rand Company today

announced that it has sold its domestic Paving Equipment Business to Champion

Road Machinery Limited of Canada. Ingersoll-Rand informed the Department of

Justice of such transaction and is submitting the relevant documents to the

Justice Department in connection with its review of Ingersoll-Rand's purchase

of all of the outstanding common shares of Clark Equipment Company.

As previously announced, Ingersoll-Rand's tender offer for shares of Clark

is scheduled to expire at 5:00 P.M. New York City time on Friday, May 19, 1995.

End of Filing

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