

# CLARK EQUIPMENT CO /DE/

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

Filed 5/19/1995

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT NO. 9  
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. 9 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 5. Purpose of the Tender Offer and Plans or Proposals of the Bidder.**

**Item 5 of the Schedule 14D-1 is hereby amended and supplemented as follows:**

On May 19, 1995, the Parent issued a press release announcing that it has extended the period during which the Offer will remain open to 5:00 P.M., New York City time, on Thursday, May 25, 1995. Accordingly, the Expiration Date shall be 5:00 P.M. on Thursday, May 25, 1995 unless the Offer is further extended. The full text of the press release is set forth in Exhibit 11(a)(24) and is incorporated herein by reference.

**Item 10. Additional Information.**

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

The information provided in this Amendment No. 9 under Item 5 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)(24) Press release issued by the Parent on May 19, 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 19, 1995*

## EXHIBIT INDEX

Exhibit Page No. Description No.

(a)(24) Press release issued by the Parent on May 19, 1995 . . . . .

**NEWS**  
Corporate Communications  
Woodcliff Lake, New Jersey 07675

**CONTACT: FOR RELEASE:**

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

**INGERSOLL-RAND EXTENDS TENDER OFFER  
THROUGH MAY 25, 1995**

Woodcliff Lake, New Jersey (May 19, 1995) - Ingersoll-Rand Company

today announced that it has extended the period during which its tender offer for shares of Clark Equipment Company common stock will remain open to 5:00 P.M., New York City time, on Thursday, May 25, 1995. The extension of the tender offer has been made in order to allow additional time for the completion of the review of the transaction by the Antitrust Division of the Justice Department.

Ingersoll-Rand Company announced earlier this week that it has sold its domestic paving equipment business which it believes eliminates the one area of overlap between the businesses of Clark and Ingersoll-Rand. Ingersoll-Rand has submitted the relevant documents relating to the sale to the Justice Department in connection with its review.

At the close of business on May 18, 1995, approximately 8,680,000 shares of Clark common stock had been validly tendered in connection with the offer.

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**End of Filing**

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