

MONEYGRAM PAYMENT SYSTEMS INC

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

Filed 4/29/1998

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2

TO

SCHEDULE 14D-1
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

MONEYGRAM PAYMENT SYSTEMS, INC.

(NAME OF SUBJECT COMPANY)

PINE VALLEY ACQUISITION CORPORATION
AND

VIAD CORP
(BIDDERS)

COMMON STOCK, \$.01 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

608910105
(CUSIP NUMBER OF CLASS OF SECURITIES)

PETER J. NOVAK, ESQ.
VICE PRESIDENT AND GENERAL COUNSEL
VIAD CORP
1850 NORTH CENTRAL AVENUE, SUITE 2212
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(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND
COMMUNICATIONS ON
BEHALF OF BIDDERS)

Copy to:
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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule 14D-1 filed on April 10, 1998 and amended and supplemented on April 16, 1998 (the "Statement") relating to the offer by Pine Valley Acquisition Corporation, a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Viad Corp, a Delaware corporation ("Parent"), to purchase all outstanding shares of Common Stock, par value \$.01 per share (the "Shares"), of MoneyGram Payment Systems, Inc., a Delaware corporation (the "Company"), at a price per Share of \$17.00, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated April 10, 1998 (the "Offer to Purchase") and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"), copies of which are attached to the Statement as Exhibits (a)(1) and (a)(2), respectively.

Capitalized terms not separately defined herein shall have the meaning specified in the Statement.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(b)-(c) is hereby amended and supplemented as follows:

On April 21, 1998, Parent and Purchaser were notified that they had been granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to the Offer. On April 24, 1998, Parent issued a press release regarding such early termination. The full text of the press release is filed as Exhibit (a)(10) and is incorporated by reference herein.

ITEM 11. MATERIALS TO BE FILED AS EXHIBITS.

Item 11 is hereby supplemented as follows:

(a)(10) Press Release issued by Parent on April 24, 1998

SIGNATURES

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

PINE VALLEY ACQUISITION CORPORATION

By: /s/ SCOTT E. SAYRE

Name: Scott E. Sayre

Title: Secretary

VIAD CORP

By: /s/ SCOTT E. SAYRE

Name: Scott E. Sayre

Title: Secretary and Associate

General Counsel

April 29, 1998

EXHIBIT INDEX

EXHIBIT
NO.

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- (a)(1)* Offer to Purchase dated April 10, 1998
 - (a)(2)* Letter of Transmittal
 - (a)(3)* Notice of Guaranteed Delivery
 - (a)(4)* Letter from Salomon Smith Barney to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees
 - (a)(5)* Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees
 - (a)(6)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
 - (a)(7)* Form of Summary Advertisement as published in The New York Times (National Edition) on April 10, 1998
 - (a)(8)* Press Release issued by Parent on April 6, 1998
 - (a)(9)* Press Release issued by Parent on April 10, 1998
 - (a)(10) Press Release issued by Parent on April 24, 1998
 - (b)(1)(a)* Amended and Restated Credit Agreement, dated as of July 24, 1996, among Parent and the Banks named therein, Citicorp USA, Inc. and Bank of America National Trust and Savings Association
 - (b)(1)(b)* First Amended dated as of August 1, 1997 to Amended and Restated Credit Agreement
 - (b)(1)(c)* Second Amended dated as of September 11, 1997 to Amended and Restated Credit Agreement
 - (c)(1)* Agreement and Plan of Merger, dated as of April 4, 1998, among Parent, Purchaser and the Company
 - (c)(2)* Confidentiality Agreement, dated as of February 11, 1998 between Parent and the Company
 - (g)(1)* Complaint filed in Taam v. Calvano et. al., Court of Chancery of the State of Delaware in and for New Castle County, April 9, 1998.
 - (g)(2)* Complaint filed in Harbor v. Calvano et. al., Court of Chancery of the State of Delaware in and for New Castle County, April 9, 1998.
 - (g)(3)* Amended Class Action Complaint filed in Taam v. Calvano et. al., and Harbor v. Calvano et. al., Court of Chancery of the State of Delaware in and for New Castle County, April 14, 1998.
 - (g)(4)* Motion for Preliminary Injunction filed in Taam v. Calvano et. al., and Harbor v. Calvano et. al., Court of Chancery of the State of Delaware in and for New Castle County, April 14, 1998.
 - (g)(5)* Motion for Expedited Proceedings filed in Taam v. Calvano et. al., and Harbor v. Calvano et. al., Court of Chancery of the State of Delaware in and for New Castle County, April 14, 1998.

* Previously filed.

VIAD CORP

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PRESS RELEASE

**HART-SCOTT-RODINO WAITING
PERIOD EXPIRES ON VIAD CORP ACQUISITION
OF MONEYGRAM PAYMENT SYSTEMS, INC.**

PHOENIX, ARIZONA, APRIL 24, 1998 -- VIAD CORP (NYSE:VVI), today announced with respect to its cash tender offer for all outstanding shares of the common stock of MoneyGram Payment Systems, Inc. at \$17.00 a share, that it received early approval this week from the Justice Department under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Viad continues to move forward with its tender offer.

The tender offer is conditioned upon, among other things, the tender of a majority of the outstanding shares of MoneyGram on a fully diluted basis and receipt of regulatory approvals. The tender offer is scheduled to expire at 12:00 noon, New York City time, on Friday, May 8, 1998.

Viad Corp is a \$2.5 billion S&P MidCap 400 services company with interests in payment services, airline catering, convention services and travel and leisure.

End of Filing

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