

Chemtura CORP  
Form SC TO-I/A  
November 03, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE TO**  
**(Amendment No. 1)**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**CHEMTURA CORPORATION**  
**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Common Stock, \$0.01 par value**  
**(Title of Class of Securities)**

**163893209**  
**(CUSIP Number of Class of Securities)**

**Billie S. Flaherty**  
**Executive Vice President, General Counsel and Secretary**

**Chemtura Corporation**

**199 Benson Road**  
**Middlebury, CT 06749**

**(203) 573-2000**

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

*Copy to:*

**Robert M. Hayward, P.C.**

**Kirkland & Ellis LLP**

**300 North LaSalle**

**Chicago, IL 60654**

**(312) 862-2000**

**CALCULATION OF FILING FEE**

**Transaction valuation(1)**  
\$300,000,000

**Amount of filing fee(2)**  
\$34,860

- (1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$300,000,000 in aggregate of up to 13,953,488 shares of common stock, par value \$0.01 per share, at the minimum tender offer price of \$21.50 per share.
- (2) Previously paid. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$116.20 per \$1,000,000 of the value of the transaction.
- 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.

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Amount Previously Paid: \$34,860  
Form or Registration No.: Schedule TO-I

Filing Party: Chemtura Corporation  
Date Filed: October 31, 2014

Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the SEC) by Chemtura Corporation, a Delaware corporation (Chemtura or the Company), on October 31, 2014 (the Schedule TO), in connection with the Company's offer to purchase, for cash up to \$300.0 million in value of shares of its common stock, par value \$0.01 per share, at a price of not less than \$21.50 nor greater than \$24.50 per share upon the terms and subject to the conditions described in the Offer to Purchase, dated October 31, 2014 (the Offer to Purchase), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal (the Letter of Transmittal, and together with the Offer to Purchase, as they may be amended or supplemented from time to time, the Tender Offer), a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO.

The purpose of this Amendment is to disclose that the Chemtura AgroSolutions Sale Condition has been satisfied.

#### **Item 1. Summary Term Sheet.**

The third paragraph under "How many shares of its common stock is Chemtura offering to purchase?" under the section of the Offer to Purchase titled "Summary Term Sheet" on page ii of the Offer to Purchase is amended and supplemented by adding the following sentence:

The Chemtura AgroSolutions Sale Condition was satisfied on November 3, 2014.

The paragraph immediately following "How will Chemtura pay for the shares?" under the section of the Offer to Purchase titled "Summary Term Sheet" on page iii of the Offer to Purchase is amended and supplemented by adding the following sentence:

The Chemtura AgroSolutions Sale Condition was satisfied on November 3, 2014.

The bullet points under "What are the conditions to the Offer?" under the section of the Offer to Purchase titled "Summary Term Sheet" on page iv of the Offer to Purchase are amended by deleting the first bullet in its entirety.

#### **Item 4. Terms of the Transaction.**

(a) The bullet points immediately under the first paragraph under the section of the Offer to Purchase titled "Conditions to the Offer" on page 16 of the Offer to Purchase are amended by deleting the first bullet in its entirety.

The paragraph under the section of the Offer to Purchase titled "Source and Amount of Funds" on page 18 of the Offer to Purchase is hereby amended and restated in its entirety as follows:

The Chemtura AgroSolutions Sale Condition was satisfied on November 3, 2014.

#### **Item 11. Additional Information.**

(c) Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On November 3, 2014 the Company filed a Current Report on Form 8-K, which is hereby incorporated by reference into the Schedule TO and the Offer to Purchase.

#### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:



**Exhibit  
Number**

**Description**

(a)(5)(C)

Press release issued by Chemtura Corporation on November 3, 2014 (incorporated by reference to Exhibit 99.1 to Chemtura Corporation's November 3, 2014 8-K)

**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.

**CHEMTURA CORPORATION**

Date: November 3, 2014

By: /s/ Alan Schutzman

Name: Alan Schutzman

Title: Assistant Secretary

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t-size:10.0pt;">o Yes  No

The Company has not filed its Annual Report on Form 10-K for the year ended December 31, 2016.

(3)

Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company is unable to provide a reasonable estimate of its results of operations for the quarterly period ended March 31, 2017 for the reasons set forth in Part III above describing why the Form 10-Q could not be filed on time.

*Special Note Regarding Forward-Looking Statements*

This Form 12b-25 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, including statements regarding the Company's anticipated results of operations, statements regarding the Company's intention to file its Form 10-K or its Form 10-Q, and the completion of matters necessary to permit filing of the Form 10-K or Form 10-Q. There can be no assurance that these forward-looking statements will be achieved, and actual results could differ materially from those suggested by such forward-looking statements.

**HARTE HANKS, INC.**

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.



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Date May 11, 2017

By /s/ Robert L. R. Munden  
Robert L. R. Munden  
Executive Vice President, Chief Financial Officer,  
General Counsel and Secretary

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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