

ARMOR ALL PRODUCTS CORP

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

Filed 12/11/1996

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1/A

**TENDER OFFER STATEMENT (AMENDMENT NO. 1) PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

ARMOR ALL PRODUCTS CORPORATION

(Name Of Subject Company)

**SHIELD ACQUISITION CORPORATION
THE CLOROX COMPANY**

(Bidders)

COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

042256 10 7

(CUSIP Number of Class of Securities)

**EDWARD A. CUTTER, ESQ.
THE CLOROX COMPANY
1221 BROADWAY
OAKLAND, CALIFORNIA 94612-1888
TELEPHONE: (510) 271-7000**

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of Bidder)

COPY TO:

**JOHN W. CAMPBELL III, ESQ.
MORRISON & FOERSTER LLP
345 CALIFORNIA STREET
SAN FRANCISCO, CALIFORNIA 94104
TELEPHONE: (415) 677-7000**

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") filed with the Securities and Exchange Commission on December 2, 1996 by Shield Acquisition Corporation (the "Offeror") and The Clorox Company (the "Parent"), relating to the offer by Offeror to purchase all outstanding shares of Common Stock, par value \$0.01 (the "Shares") of Armor All Products Corporation, a Delaware corporation (the "Company"), at a price of \$19.09 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 2, 1996 (the "Offer to Purchase"), the related Letter of Transmittal and the Agreement and Plan of Merger dated as of November 26, 1996 among the Parent, the Offeror and the Company copies of which were attached to the Schedule 14D-1 as Exhibits (a)(2) and (c)(1) respectively.

Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Offer to Purchase and the Schedule 14D-1.

Item 11. MATERIAL TO BE FILED AS EXHIBITS

Item 11 is hereby amended and supplemented by adding the following Exhibit:

(a)(9) Notice of the Chase Manhattan Bank as Trustee of the Armor All Products Corporation Profit Sharing Investment Plan to Participants in the Armor All Profit Sharing Investment Plan

EXHIBIT LIST

EXHIBIT
NUMBER

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NUMBER

- (a)(1) Offer to Purchase, dated December 2, 1996
- (a)(2) Letter of Transmittal
- (a)(3) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- (a)(4) Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees to Clients
- (a)(5) Notice of Guaranteed Delivery
- (a)(6) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
- (a)(7) Summary Advertisement, dated December 2, 1996
- (a)(8) Press Release issued by the Parent on November 26, 1996
- (a)(9) Notice of the Chase Manhattan Bank as Trustee of the Armor All Products Corporation Profit Sharing Investment Plan to Participants in the Armor All Profit Sharing Investment Plan
- (c)(1) Agreement and Plan of Merger, dated as of November 26, 1996, among the Parent, the Offeror and the Company
- (c)(2) Stockholder Agreement, dated as of November 26, 1996, among the Parent, the Offeror, and McKesson Corporation
- (c)(3) Confidentiality Agreement, dated as of October 10, 1996, among the Parent, the Company and McKesson Corporation
- (c)(4) First Amendment to the Agreement and Plan of Merger, dated as of December 1, 1996, among the Parent, the Offeror and the Company

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, correct and complete.

Dated: December 11, 1996

THE CLOROX COMPANY

By: /s/ EDWARD A. CUTTER

*Name: Edward A. Cutter
Title: Senior Vice
President--General Counsel
and Secretary*

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, correct and complete.

Dated: December 11, 1996

SHIELD ACQUISITION CORPORATION

By: /s/ EDWARD A. CUTTER

*Name: Edward A. Cutter
Title: Vice President and Secretary*

INSTRUCTIONS TO TRUSTEE

ARMOR ALL PRODUCTS CORPORATION PROFIT-SHARING INVESTMENT PLAN

To: The Chase Manhattan Bank

I hereby direct you as Trustee of the Armor All Products Corporation Profit- Sharing Investment Plan to act in accordance with the instructions I have specified on the reverse side hereof, with respect to an Offer To Purchase for Cash all Outstanding Shares of Common Stock of Armor All Products Corporation by Shield Acquisition Corporation, a wholly-owned subsidiary of The Clorox Company, dated December 2, 1996, a copy of which offer I have received.

IMPORTANT: In order to comply with your instructions, this card must be executed and returned to the Trustee in the enclosed envelope so as to be received on or before Thursday, December 26, 1996.

**SEE REVERSE
SIDE**

FOLD AND DETACH HERE

PLEASE MARK
YOUR VOTES AS /X/

**INDICATED IN
THIS EXAMPLE**

TO: THE CHASE MANHATTAN BANK TRUSTEE

As a participant in the Armor All Products Corporation Profit-Sharing Investment Plan, I direct you to take the following action with respect to my shares held under the Plan.

TENDER MY SHARES UNDER THE OFFER	DO NOT TENDER MY SHARES
/ /	/ /

Dated: _____, 1996

Signature

Participant: Please sign exactly as name appears on left.

PLEASE MARK, SIGN, DATE AND RETURN THIS CARD PROMPTLY IN THE ENCLOSED ENVELOPES. PLEASE MARK INSIDE BOXES SO THAT DATA PROCESSING EQUIPMENT WILL RECORD YOUR DIRECTION.

FOLD AND DETACH HERE

On November 26, 1996, Armor All Products Corporation ("Armor All") entered into an Agreement and Plan of Merger, as amended, (the "Merger Agreement") with The Clorox Company and Shield Acquisition Corporation (the "Purchaser"). Pursuant to the Merger Agreement, the Purchaser on December 2, 1996 commenced a tender offer (the "Offer") to purchase all outstanding shares of Armor All's Common Stock (the "Shares") for \$19.09 per Share in cash. Under the Merger Agreement, the Offer will be followed by a merger (the "Merger") in which any remaining Shares (other than Shares held by dissenting stockholders, if applicable) will be converted into the same consideration as is paid in the Offer.

The enclosed materials describe the Offer to Armor All stockholders and what stockholders must do to tender their Shares. As a participant in the Armor All Profit-Sharing Investment Plan ("PSIP"), you are eligible to participate in the Offer. Because your Shares are held in the PSIP, you must instruct the Trustee, The Chase Manhattan Bank, whether or not to tender the Shares in your account to the Purchaser in exchange for \$19.09 cash.

The PSIP and the related trust agreement provide that if your instructions to The Chase Manhattan Bank are not received by the close of business on Thursday, December 26, 1996, your Shares will not be tendered. If you direct the Trustee to tender your Shares, the decision will apply to all Shares held in your account.

THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE MERGER AGREEMENT, THE OFFER AND THE MERGER AND HAS DETERMINED THAT THE OFFER AND MERGER ARE FAIR TO, AND IN THE BEST INTERESTS OF, ARMOR ALL AND ITS STOCKHOLDERS. ACCORDINGLY, THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS TENDER THEIR SHARES.

In order to tender your shares, YOU MUST COMPLETE AND SIGN THE ENCLOSED INSTRUCTION CARD AND RETURN IT TO THE CHASE MANHATTAN BANK, SO IT ARRIVES AT CHASE NO LATER THAN THURSDAY, DECEMBER 26, 1996. It is critical that you return your instruction card by the December 26 deadline.

End of Filing

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