

# ARMOR ALL PRODUCTS CORP

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

Filed 12/31/1996

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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14D-1/A**

**TENDER OFFER STATEMENT (AMENDMENT NO. 3--FINAL AMENDMENT) 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  
425 MARKET STREET  
SAN FRANCISCO, CALIFORNIA 94105  
TELEPHONE: (415) 268-7000**

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1. Name of Reporting Persons  
S.S. or I.R.S. Identification No. of above Persons

The Clorox Company (I.R.S. Identification Number 310595760)

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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) / /  
(b) / /

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3. SEC Use Only

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4. Source of Funds (See Instructions)

WC

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5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to / /  
Items 2(e) or 2(f)

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6. Citizenship or Place of Organization

State of Delaware

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7. Aggregate Amount Beneficially Owned by Each Reporting Person

Indirectly through Shield Acquisition Corporation, its wholly-owned subsidiary: 21,119,908 shares of Common Stock (including approximately 419,202 shares subject to guarantee of delivery)

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8. Check if the Aggregate Amount in Row (7) Excludes Certain Shares (See / /  
Instructions)

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9. Percent of Class Represented by amount in Row (7)  
98.8%

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10. Type of Reporting Person (See Instructions)

CO

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1. Name of Reporting Persons  
S.S. or I.R.S. Identification No. of above Persons  
  
Shield Acquisition Corporation (I.R.S. Identification Number 94-3255289)  
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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) / /  
(b) / /  
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3. SEC Use Only  
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4. Source of Funds (See Instructions)  
  
AF  
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5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to / /  
Items 2(e) or 2(f)  
-----  
6. Citizenship or Place of Organization  
  
State of Delaware  
-----  
7. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
Directly: 21,119,908 shares of Common Stock (including  
approximately 419,202 shares subject to guarantee of  
delivery)  
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8. Check if the Aggregate Amount in Row (7) Excludes Certain Shares (See / /  
Instructions)  
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9. Percent of Class Represented by amount in Row (7)  
98.8%  
-----  
10. Type of Reporting Person (See Instructions)  
  
CO  
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This Amendment No. 3 (Final Amendment) constitutes the final amendment to 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 the 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 6. Interest in Securities of the Subject Company.**

**Item 6 is hereby amended and supplemented by adding thereto the following:**

(a) - (b) The Offer expired at 12:00 midnight, New York City time, on Monday, December 30, 1996. Based on information provided by the Depository, there were validly tendered and not withdrawn 21,119,908 Shares (including 419,202 Shares tendered by means of guaranteed delivery), or approximately 98.8% of the issued and outstanding Shares. The Shares validly tendered and not withdrawn at such time were accepted for payment. On December 31, 1996, the Parent and the Company issued the joint press release attached hereto as Exhibit (a)(11).

**Item 11. Material to be Filed as Exhibits.**

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

(a)(11) Text of press release dated December 31, 1996.

EXHIBIT  
NUMBER

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- (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\*
  - (a)(10) Press Release issued by the Parent on December 16, 1996\*
  - (a)(11) Press Release issued by the Parent and the Company on December 31, 1996
  - (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\*
  - (d) None.
  - (e) Not applicable.
  - (f) None.

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\* Previously Filed

**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 31, 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 31, 1996

**SHIELD ACQUISITION CORPORATION**

By: /s/ EDWARD A. CUTTER

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

**FOR IMMEDIATE RELEASE**

**CLOROX COMPLETES TENDER OFFER FOR ARMOR ALL PRODUCTS CORPORATION**

Oakland, CA, December 31--The Clorox Company (CLX-NY, PSE) and Armor All Products Corporation announced today that Clorox has completed its tender offer for all the outstanding shares of common stock of Armor All Products Corporation (ARMR-NASDAQ) at \$19.09 net per share. The offer expired, as scheduled, at midnight (EST) on Monday December 30, 1996.

As of the termination of the offer, based on a preliminary count from the Depositary, First Chicago Trust Company of New York, approximately 21,119,908 Armor All shares had been tendered and not withdrawn. This includes approximately 419,202 shares tendered pursuant to guarantees of delivery that have not yet been delivered. The shares validly tendered and not withdrawn at that time were accepted for payment. These tendered shares represent approximately 98.8% of the outstanding shares of Armor All common stock. The shares of Armor All not tendered will shortly be converted into the right to receive \$19.09 net per share pursuant to a short-form merger between a Clorox subsidiary and Armor All.

In addition to its line of home cleaning products, The Clorox Company manufactures and markets bleaches, cat litters, insecticides, charcoal briquets, salad dressing and sauces. The Company had net earnings of \$222 million on sales of \$2.2 billion for the year ended June 30.

Armor All leads the \$710 million automotive cleaning products market with a 30 percent share, and has about a 60 percent share of the \$170 million protectant segment.

**Contacts:**

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