

# OMNIQUIP INTERNATIONAL INC

Filed by  
**TEXTRON INC**

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

Filed 09/27/99

Address	222 E MAIN ST PORT WASHINGTON, WI 53074
Telephone	4142688965
CIK	0001023973
SIC Code	6162 - Mortgage Bankers and Loan Correspondents
Fiscal Year	09/30

# OMNIQUIP INTERNATIONAL INC

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

Filed 9/27/1999

Address	222 E MAIN ST PORT WASHINGTON, Wisconsin 53074
Telephone	414-268-8965
CIK	0001023973
Fiscal Year	09/30

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 SCHEDULE 14D-1

## TENDER OFFER STATEMENT

Pursuant to Section 14(d)(1)  
of the Securities Exchange Act of 1934 **Amendment No. 1**

# OMNIQUIP INTERNATIONAL, INC.

(NAME OF SUBJECT COMPANY)

**TELESCOPE ACQUISITION INC.**

**TEXTRON INC.**

(Bidders)

Common Stock, par value \$0.01 per share  
(And the associated Preferred Stock Purchase Rights)

(Title of Class of Securities) 681969101  
(CUSIP Numbers of Class of Securities) Wayne W. Juchatz, Esq.  
Executive Vice President and General Counsel  
Textron Inc.  
40 Westminster Street  
Providence, RI 02903  
Telephone: (401) 457-7800

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

Copy to:

Richard A. Garvey, Esq.  
Simpson Thacher & Bartlett  
425 Lexington Avenue  
New York, New York 10017

Telephone: (212) 455-2000

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This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1 (as amended, the "Schedule 14D-1") filed on August 27, 1999 relating to the offer by Telescope Acquisition Inc., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Textron Inc., a Delaware corporation ("Parent"), to purchase for cash all of the outstanding shares of Common Stock, par value \$0.01 per share (the "Shares"), of OmniQuip International, Inc., a Delaware corporation (the "Company"), including the associated stock purchase rights issued pursuant to the Rights Agreement, dated August 21, 1998, as amended, between the Company and First Chicago Trust Company of New York, as Rights Agent, at a purchase price of \$21.00 per Share, 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 as of August 27, 1999 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with the Offer to Purchase, as amended from time to time, constitute the "Offer").

All capitalized terms used herein and not defined herein shall have the meanings set forth in the Offer to Purchase.

**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:**

The information in this Amendment No. 1 under Item 6 is incorporated herein by reference.

**Item 6. Interest in Securities of the Subject Company.**

**Item 6 of the Schedule 14D-1 is hereby amended and supplemented as follows:**

At 12:00 Midnight, New York City Time, on Friday, September 24, 1999, the Offer expired. Based on the information provided by the Depository, approximately 93% of the outstanding Shares (which number includes 115,060 Shares subject to guarantee of delivery) were validly tendered and not properly withdrawn pursuant to the Offer. The Purchaser has accepted for payment, and has notified the Depository to promptly pay for, the tendered and accepted shares at the purchase price of \$21.00 per Share in cash.

Pursuant to the Merger Agreement, the Purchaser intends to merge itself with and into the Company in accordance with the Delaware General Corporation Law as promptly as practicable. As a result of the Merger, the Company will become a wholly owned subsidiary of Parent and each outstanding Share (other than Shares held in the treasury of the Company, Shares owned by the Parent, the Purchaser, the Company or any direct or indirect wholly owned subsidiary of the Parent or the Company, and Shares, if any, owned by

stockholders who choose to dissent and demand appraisal of their Shares in accordance with the Delaware General Corporation Law) shall be canceled, extinguished and converted into the right to receive \$21.00 per Share in cash, without interest thereon.

The consummation of the Offer was publicly announced in a press release issued by the Parent on September 27, 1999 a copy of which is filed as Exhibit (a)(9) hereto and incorporated herein by reference.

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

**Item 11 is hereby amended and supplemented to add the following:**

(a)(9) Press Release issued by the Parent on September 27, 1999.

**SIGNATURE**

After due inquiry and to the best of our knowledge and belief, we hereby certify that the information set forth in this Statement is true, complete and correct.

**TEXTRON INC.**

*By: /s/ Arnold M. Friedman*

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*Name: Arnold M. Friedman*

*Title: Vice President and Deputy General  
Counsel*

**TELESCOPE ACQUISITION INC.**

*By: /s/ Bhikhaji Maneckji*

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*Name: Bhikhaji Maneckji*

*Title: Vice President*

*Date: September 27, 1999*

**EXHIBIT INDEX**

Exhibit No. -----	Description -----	Page No. -----
(a)(9)	Press Release issued by the Parent on September 27, 1999 . . . . .	

Contact Information:

Mary Lovejoy (Textron Investor Contact): 401-457-6009 Susan Tardanico (Textron Media Contact): 401-457-2354 Tom Breslin (OmniQuip Contact): 414-268-3105

**FOR IMMEDIATE RELEASE**

**TEXTRON ACQUIRES APPROXIMATELY 93% OF OUTSTANDING OMNIQUIP SHARES;  
ACQUISITION NEARS COMPLETION**

Providence, RI and Port Washington, WI - September 27, 1999 - Textron

Inc. (NYSE: TXT) today announced that its tender offer for shares of OmniQuip

International, Inc. (NASDAQ: OMQP) common stock expired as scheduled at 12:00

midnight EST on Friday, September 24, 1999, and that approximately 93% of

OmniQuip shares have been acquired pursuant to the offer.

Telescope Acquisition Inc., a wholly owned subsidiary of Textron, has

accepted for purchase all shares validly tendered and not withdrawn prior to

the expiration of this offer. Based on information provided by Citibank,

N.A., as depository, a total of 13,259,144 shares of OmniQuip's common stock

have been acquired pursuant to the offer by Telescope Acquisition (including

115,060 shares of common stock subject to guarantee of delivery) out of a total

of approximately 14.3 million shares of OmniQuip common stock currently

outstanding.

"With demand for its products expected to increase more than 10% per

year, OmniQuip establishes a promising growth platform within our Industrial

segment while being accretive to Textron's earnings in the first year," said

Textron Chairman and Chief Executive Officer Lewis B. Campbell. OmniQuip's

fiscal 1999 sales are expected to be \$520 million.

Because Textron has acquired more than 90% of OmniQuip's common stock, the second step of the OmniQuip acquisition can occur without a meeting or vote of OmniQuip's shareholders. In the second step of the acquisition, Telescope Acquisition will be merged with and into OmniQuip, and each OmniQuip share of common stock not previously purchased in the tender offer (other than shares owned by Textron, Telescope Acquisition, OmniQuip or any direct or indirect wholly owned subsidiaries of Textron or OmniQuip, which will be canceled, and other than shares, if any, for which stockholders have properly exercised appraisal rights) will be converted into the right to receive \$21.00 in cash, without any interest thereon. The merger is expected to close by October 1, 1999.

OmniQuip, which has approximately 1600 employees at 16 locations in the U.S., U.K., Australia and New Zealand, is the largest North American producer of telescopic material handlers. The company also manufactures aerial work platforms, skid steer loaders, power lifters and power haulers and markets a line of mini-excavators. OmniQuip's products are used in a wide variety of applications by commercial and residential building contractors, as well as by customers in other construction, military, industrial and agricultural markets. Additional information is available at [www.omniquip.com](http://www.omniquip.com).

Textron Inc. is a \$10 billion, global, multi-industry company with market-leading businesses in Aircraft, Automotive, Industrial and Finance. Textron has a workforce of over 64,000 employees and major manufacturing facilities in 23 countries. Textron is among Fortune magazine's "America's Most Admired Companies." Additional information is available at [www.textron.com](http://www.textron.com).