

UNITED INDUSTRIAL CORP /DE/

Filed by
TEXTRON INC

FORM SC TO-T/A

(Amended tender offer statement by Third Party)

Filed 10/26/07

Address	124 INDUSTRY LANE HUNT VALLEY, MD 21030
Telephone	(410) 628-3500
CIK	0000101271
SIC Code	3690 - Miscellaneous Electrical Machinery, Equipment,
Industry	Aerospace & Defense
Sector	Capital Goods
Fiscal Year	12/31

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO/A

Amendment No. 2

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

UNITED INDUSTRIAL CORPORATION

(Name of Subject Company (Issuer))

**Marco Acquisition Sub Inc.
and
Textron Inc.**

(Names of Filing Persons (Offerors))

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

910671106

(CUSIP Number of Class of Securities)

**Terrence O'Donnell, Esq.
Executive Vice President and General Counsel
Textron Inc.
40 Westminster Street
Providence, RI 02903
(401) 421-2800**

(Name, Address and Telephone Numbers of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

**Louis A. Goodman, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Beacon Street
Boston, MA 02108
(617) 573-4800**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$ 863,836,407	\$ 26,519.78

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated on the offer to purchase all of the outstanding shares of common stock of United Industrial Corporation at a purchase price of \$81.00 in cash per share and 9,898,102 shares issued and outstanding and outstanding options (vesting on or before February 7, 2008) with respect to 766,545 shares, in each case as of October 15, 2007.

** The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, is calculated by multiplying the Transaction Valuation by .00003070.

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.

Amount Previously Paid: \$ 26,519.78

Filing Party: Marco Acquisition Sub Inc.
and Textron Inc.

Form or Registration No.: Schedule TO-T

Date Filed: October 16, 2007

Check the box if the 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:

CUSIP Number:
910671106

This Amendment No. 2 (“Amendment No. 2”) further amends and supplements the Tender Offer Statement on Schedule TO originally filed on October 16, 2007 (the “Schedule TO”), as amended on October 18, 2007, by Textron Inc., a Delaware corporation (“Textron”), and Marco Acquisition Sub Inc., a Delaware corporation (“Purchaser”) and an indirect wholly owned subsidiary of Textron, relating to the offer by Purchaser, to purchase all outstanding shares of common stock, par value \$1.00 per share, of United Industrial Corporation, a Delaware corporation, at a price of \$81.00 per Share, net to the seller in cash, without interest thereon and subject to reduction for any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 16, 2007 and annexed to and filed as Exhibit (a)(1)(A) to the Schedule TO (the “Offer to Purchase”), and in the related Letter of Transmittal.

The information set forth in the Offer to Purchase is incorporated by reference to all the items of this Amendment No. 2, except as set forth below. All capitalized terms used in this Amendment No. 2 without definition have the meanings ascribed to them in the Offer to Purchase.

The items of the Schedule TO (as previously amended) set forth below are hereby amended and supplemented as follows:

Item 11. *Additional Information.*

Item 11 of the Schedule TO (as previously amended) is hereby amended and supplemented by adding the following text thereto:

“On Tuesday, October 23, 2007, the required approval by the German regulatory authorities in respect of the transactions contemplated by the Merger Agreement was obtained. In addition, at 11:59 p.m., New York City time, on Thursday, October 25, 2007, the waiting period under the HSR Act applicable to the Offer expired. Accordingly, the conditions to the Offer relating to the expiration or termination of the HSR Act waiting period and approval under the German Act Against Restraints to Competition have been satisfied.”

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.

TEXTRON INC.

By: /s/ ARNOLD M. FRIEDMAN
Name: Arnold M. Friedman
Title: Vice President and Deputy General
Counsel

MARCO ACQUISITION SUB INC.

By: /s/ JOHN R. CURRAN
Name: John R. Curran
Title: President

Dated: October 26, 2007

EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated October 16, 2007*
- (a)(1)(B) Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9)*
- (a)(1)(C) Form of Notice of Guaranteed Delivery*
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
- (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees**
- (a)(1)(F) Text of press release issued by Textron, dated October 8, 2007 (incorporated by reference to Exhibit 99.1 of the Schedule TO-C filed by Textron and Purchaser with the Securities and Exchange Commission on October 9, 2007)*
- (a)(1)(G) UIC Acquisition Presentation, dated October 8, 2007 (slides) (incorporated by reference to Exhibit 99.2 of the Schedule TO-C filed by Textron and Purchaser with the Securities and Exchange Commission on October 9, 2007)*
- (a)(1)(H) UIC Acquisition Presentation (transcript), dated October 8, 2007 (incorporated by reference to Exhibit 99.1 of the Schedule TO-C filed by Textron and Purchaser with the Securities and Exchange Commission on October 9, 2007)*
- (a)(1)(I) Form of summary advertisement, published October 16, 2007*
- (b)(1) 5-Year Credit Agreement, dated as of March 28, 2005, among Textron, the Banks listed therein, JPMorgan Chase Bank, N.A., as Administrative Agent, and Citibank, N.A., as Syndication Agent (“5-Year Credit Agreement”) (incorporated by reference to Exhibit 10.1 to Textron’s Current Report on Form 8-K filed by Textron with the Securities and Exchange Commission on March 31, 2005)*
- (b)(2) Amendment No. 1 to 5-Year Credit Agreement, dated as of April 21, 2006 (incorporated by reference to Exhibit 10.1 to Textron’s Current Report on Form 8-K filed by Textron with the Securities and Exchange Commission on April 25, 2006)*
- (b)(3) Amendment No. 2 to 5-Year Credit Agreement, dated as of April 20, 2007 (incorporated by reference to Exhibit 10.1 to Textron’s Current Report on Form 8-K filed by Textron with the Securities and Exchange Commission on April 24, 2007)*
- (b)(4) \$750,000,000 Senior Unsecured Credit Facility Commitment Letter, dated October 12, 2007, among Citigroup Global Markets Inc., Banc of America Securities LLC, Bank of America, N.A., Goldman Sachs Credit Partners L.P. and Textron*
- (d)(1) Agreement and Plan of Merger dated as of October 7, 2007, by and among Purchaser, UIC and Textron (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by Textron with the Securities and Exchange Commission on October 9, 2007)*
- (d)(2) Tender and Support Agreement dated as of October 7, 2007, by and among Purchaser, Textron, Steel Partners II, L.P., Steel Partners, L.L.C., Warren G. Lichtenstein and Glen M. Kassan*
- (d)(3) Confidentiality Letter Agreement dated July 10, 2007, between UIC and Textron*
- (d)(4) Eagle Eye Care Teaming Agreement by and between Bell Helicopter Textron Inc., Lockheed Martin Corporation, AAI Corporation, and Textron Systems Corporation, entered into July 21, 2004*
- (g) Not applicable
- (h) Not applicable

* Previously filed on October 16, 2007 as an exhibit to the Schedule TO.

** Previously filed on October 18, 2007 as an exhibit to Amendment No. 1 to the Schedule TO.
