

# LITCHFIELD FINANCIAL CORP /MA

## FORM SC 14D9/A

(Amended Statement of Ownership: Solicitation)

Filed 10/20/99

Address	430 MAIN STREET WILLIAMSTOWN, MA 01267
Telephone	4134581000
CIK	0000882515
SIC Code	6162 - Mortgage Bankers and Loan Correspondents
Fiscal Year	12/31

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## FORM SC 14D9/A (Amended Statement of Ownership: Solicitation)

Filed 10/20/1999

Address	430 MAIN STREET WILLIAMSTOWN, Massachusetts 01267
Telephone	413-458-1000
CIK	0000882515
Fiscal Year	12/31

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

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**SCHEDULE 14D-9**  
(AMENDMENT NO. 1)

Solicitation/Recommendation Statement  
Pursuant to Section 14(d)(4) of the  
Securities Exchange Act of 1934

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**LITCHFIELD FINANCIAL CORPORATION**  
(Name of Subject Company)

**COMMON STOCK, \$.01 PAR VALUE PER SHARE**  
(Title of Class of Securities)

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536619 10 9  
(CUSIP Number of Class of Securities)

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**RICHARD A. STRATTON**  
**PRESIDENT AND CHIEF EXECUTIVE OFFICER**  
**LITCHFIELD FINANCIAL CORPORATION**  
**430 MAIN STREET**  
**WILLIAMSTOWN, MASSACHUSETTS 01267**  
(413) 458-1000

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

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**WITH A COPY TO:**

James Westra, Esq.  
Hutchins, Wheeler & Dittmar  
A Professional Corporation  
101 Federal Street  
Boston, Massachusetts 02110  
(617) 951-6600

This Amendment No. 1 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission (the "Commission") by Litchfield Financial Corporation, a Massachusetts corporation (the "Company"), on September 29, 1999 (as heretofore amended, the "Schedule 14D-9"), and relates to the tender offer made by Lighthouse Acquisition Corp., a Massachusetts corporation ("Acquisition") and wholly-owned subsidiary of Textron Financial Corporation, a Delaware corporation ("Parent"), disclosed in a Tender Offer Statement on Schedule 14D-1 filed with the Commission on September 29, 1999, as heretofore amended, to purchase all of the outstanding shares of the Company's common stock, \$.01 par value per share (the "Common Stock"), at a purchase price of \$24.50 per share of Common Stock, net to the seller in cash, on the terms and subject to the conditions set forth in the Purchaser's Offer to Purchase, dated September 29, 1999, and the related Letter of Transmittal. The purpose of this Amendment No. 1 is to amend Item 8 of the Schedule 14D-9 as set forth below. Terms defined in the Schedule 14D-9 are used in this Amendment No. 1 with the same meanings as provided in the Schedule 14D-9.

**ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED.**

**Item 8 of the Schedule 14D-9 is hereby amended by adding the following paragraph thereto:**

On October 8, 1999, Parent and the Company each received notice that the United States Department of Justice and the Federal Trade Commission had granted each early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), without any request for additional information or documentary materials. The expiration or termination of all waiting periods under the HSR Act is a condition to the Merger, and such condition has now been satisfied.

## SIGNATURE

After reasonable 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.

*Dated: October 19, 1999      Litchfield Financial Corporation*

*By: /s/ Richard A. Stratton*

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*Richard A. Stratton*

*President and Chief Executive Officer*

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**End of Filing**

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