

ELCO INDUSTRIES INC

Filed by
TEXTRON INC

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

Filed 10/18/95

Address	1111 SAMUELSON RD P O BOX 7009 ROCKFORD, IL 61125
Telephone	8153975151
CIK	0000032013
SIC Code	6162 - Mortgage Bankers and Loan Correspondents
Fiscal Year	06/30

ELCO INDUSTRIES INC

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

Filed 10/18/1995

Address	1111 SAMUELSON RD P O BOX 7009 ROCKFORD, Illinois 61125
Telephone	815-397-5151
CIK	0000032013
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2
(FINAL AMENDMENT)

TO
SCHEDULE 14D-1
Tender Offer Statement Pursuant to Section 14(d)(1)
of the Securities Exchange Act of 1934

ELCO INDUSTRIES, INC.

(Name of Subject Company)

E.I. TEXTRON INC.
A Wholly Owned Subsidiary of
TEXTRON INC.
(Bidders)

Common Stock, \$5.00 Par Value
(Including the Associated Rights)

(Title of Class of Securities)

0002844201
(CUSIP Number of Common Stock)

Wayne W. Juchatz
Executive Vice President and General Counsel
Textron Inc.
40 Westminister Street
Providence, RI 02903-2596
(401) 421-2800

(Name, address and telephone number of person authorized to receive notices and communications on behalf of bidders)

Copies to:

Charles M. Nathan, Esq.
Fried, Frank, Harris, Shriver & Jacobson

One New York Plaza New York, New York 10004 - 1980 (212) 859-8000

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule 14D-1 dated September 19, 1995, as amended (the "Schedule 14D-1") of E.I. Textron Inc., a Delaware corporation (the "Offeror") and a wholly owned subsidiary of Textron Inc., a Delaware corporation (the "Parent"), to purchase all outstanding shares of Common Stock, par value \$5.00 per share (the "Shares"), of Elco Industries, Inc., a Delaware corporation (the "Company"), including the associated Rights, at a purchase price of \$36.00 per Share, net to the seller in cash, without interest, as set forth in the Schedule 14D-1.

Unless otherwise indicated, the information set forth in the Schedule 14D-1 remains unchanged and each capitalized term not defined herein shall have the meaning assigned to such term in the Schedule 14D-1.

Item 6. Interest in Securities of the Subject Company.

Items 6(a) and 6(b) are hereby amended and supplemented by the following:

The Offer terminated at 12:00 midnight, New York City time, on Tuesday, October 17, 1995. The Parent issued a press release on October 18, 1995 in which it disclosed that 4,665,384 Shares (representing 90.8% of the outstanding Shares on a fully diluted basis) were validly tendered and accepted for payment, including 35,969 Shares tendered pursuant to notices of guaranteed delivery.

A copy of such press release is attached hereto as Exhibit (a)(13) and incorporated herein by reference.

Item 11. Material to be Filed as Exhibits.

(a)(13) Text of Press Release issued on October 18, 1995.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 18, 1995

E.I. Textron Inc.

*By:/s/ Arnold M. Friedman
Name: Arnold M. Friedman
Title: Vice President*

Textron Inc.

*By:/s/ Arnold M. Friedman
Name: Arnold M. Friedman
Title: Vice President &
Deputy General Counsel*

EXHIBIT INDEX

Page

Exhibit Description No.

(a)(13) _ Text of Press Release issued on October 18, 1995. 5

[TEXTRON LETTERHEAD]

Contact: Susan Gillette FOR IMMEDIATE RELEASE (401) 457-2354

Textron Completes Tender Offer for Elco Industries

Providence, Rhode Island, October 18, 1995 _ Textron Inc. (NYSE: TXT) announced today that its wholly owned subsidiary, E.I. Textron Inc., successfully completed its \$36.00 per share cash tender offer for all of the outstanding shares of Elco Industries, Inc. (NASDAQ: ELCN).

4,665,384 shares of Elco Industries common stock (representing 90.8% of the outstanding shares on a fully diluted basis) were tendered pursuant to E.I. Textron's offer which expired at midnight, EST, on October 17, 1995.

E.I. Textron has accepted all validly tendered shares for payment at \$36.00 per share. The preliminary count includes 35,969 shares tendered by notice of guaranteed delivery, and is subject to final verification. As previously announced, the remaining Elco Industries shares will be converted into the right to receive \$36.00 per share in cash in a merger between Elco Industries and E.I. Textron Inc. The merger is expected to be final on October 20, 1995.

Textron is a \$9.7 billion global multi-industry company with market-leading operations in six business segments: Aircraft, Automotive, Industrial, Systems and Components, Finance and Paul Revere Insurance.

Elco Industries is a manufacturer and distributor of fastening products and systems for the automotive, commercial, construction and "do-it-yourself" home markets.

-5-

End of Filing

Powered By **EDGAR**
Online

© 2005 | EDGAR Online, Inc.