

International Coal Group, Inc.
Form SC TO-T/A
June 14, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934
(Amendment No. 5)**

**INTERNATIONAL COAL GROUP, INC.
(Name of Subject Company)**

**ATLAS ACQUISITION CORP.
ARCH COAL, INC.
(Names of Filing Persons Offeror)**

**Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)
45928H106
(CUSIP Number of Class of Securities)**

**Robert G. Jones
Senior Vice President Law, General Counsel & Secretary
Jon S. Ploetz
Assistant General Counsel and Assistant Secretary
One CityPlace Dr., Suite 300
St. Louis, MO 63141
(314) 994-2700**

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

***Copies to:*
Mario A. Ponce
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-63954
Telephone: (212) 455-2000**

CALCULATION OF FILING FEE

Transaction Valuation*
\$3,044,605,405.88

Amount of Filing Fee**
\$353,478.69

* The transaction valuation is an estimate calculated solely for purposes of determining the amount of the filing fee. The transaction valuation is equal to the sum of (a) an amount equal to \$14.60, the per share tender offer price,

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multiplied by the sum of (1) 204,175,202, the number of shares of common stock issued and outstanding (including 1,099,651 shares of restricted stock and not including 96,914 shares of common stock held in treasury), and (2) 353,927, the number of shares of common stock subject to issued and outstanding restricted share unit awards, plus (b) an amount equal to 6,315,348, the number of shares of common stock subject to outstanding stock options with an exercise price less than \$14.60, multiplied by the difference of \$14.60 and \$5.34, the average weighted exercise price of the outstanding stock options with exercise prices less than \$14.60. The share figures in this transaction valuation are as of May 12, 2011, the most recent practicable date.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

Check 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: \$353,478.69.

Form or Registration No.: Schedule TO.

Filing Party: Arch Coal, Inc. and Atlas Acquisition Corp.

Date Filed: May 16, 2011.

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.

This Amendment No. 5 (this **Amendment**) amends and supplements the Tender Offer Statement on Schedule TO (together with any previous or subsequent amendments and supplements thereto, the **Schedule TO**) filed with the Securities and Exchange Commission on May 16, 2011 and is filed by (i) Atlas Acquisition Corp., a Delaware corporation (**Merger Sub**) and a wholly owned subsidiary of Arch Coal, Inc., a Delaware corporation (**Arch**), and (ii) Arch. The Schedule TO relates to the offer by Merger Sub to purchase all outstanding shares of common stock, par value \$0.01 per share (the **Shares**), of International Coal Group, Inc., a Delaware corporation (**ICG**), at \$14.60 per Share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 16, 2011 (the **Offer to Purchase**), and in the related Letter of Transmittal (the **Letter of Transmittal**), copies of which are included as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO, respectively (which, together with any amendments or supplements thereto, collectively constitute the **Offer**).

The information in the Offer to Purchase and the Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Schedule TO, except that such information is amended and supplemented to the extent specifically provided in this Amendment. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Items 1 through 9, and Item 11.

The Offer expired at 8:00 a.m., New York City time, today, June 14, 2011. The Depositary has advised Arch that a total of 188,388,837 Shares were validly tendered and not properly withdrawn upon expiration of the Offer (including 16,672,951 Shares subject to guaranteed delivery procedures). The number of Shares validly tendered and not properly withdrawn upon expiration of the Offer represents approximately 92.3% of ICG's outstanding Shares on a non-fully diluted basis, and approximately 89.5% of ICG's outstanding Shares on a fully diluted basis (as determined pursuant to the Merger Agreement).

On June 14, 2011, Arch announced that it and Merger Sub intend to exercise the Top-Up Option to purchase, at a per Share purchase price equal to \$14.60 per Share (in cash, net to the seller, without interest and subject to any required withholding taxes), an aggregate number of additional Shares that, when added to the number of Shares owned by Merger Sub, Arch and its wholly owned subsidiaries immediately prior to the exercise of such Top-Up Option (which for these purposes does not include Shares that have been tendered subject to guaranteed delivery procedures), results in Merger Sub, Arch and its wholly owned subsidiaries owning one Share more than 90% of the outstanding Shares of ICG. Arch also announced its intention to effect a short form merger under Delaware law on June 15, 2011, which will result in ICG becoming a direct, wholly owned subsidiary of Arch. Under the Merger Agreement and pursuant to the plan of merger contained therein, at the Effective Time, each Share then outstanding (other than any Shares in respect of which dissenters' rights are validly exercised and any Shares held by Arch, ICG (in its treasury) or any of their direct or indirect wholly owned subsidiaries (including Merger Sub)) will be converted into the right to receive \$14.60 per Share in cash, net to the seller, without interest and subject to any required withholding taxes.

The full text of the press release issued by Arch announcing the expiration and completion of the Offer, Arch's intention to exercise the Top-Up Option and Arch's intention to effect the Merger is attached hereto as Exhibit (a)(5)(K) and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

| Exhibit No. | Description |
|--------------------|---|
| (a)(5)(K) | Press Release issued by Arch Coal, Inc. on June 14, 2011. |

SIGNATURES

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

Date: June 14, 2011

ATLAS ACQUISITION CORP.

By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

ARCH COAL, INC.

By: /s/ Robert G. Jones
Name: Robert G. Jones
Title: Senior Vice President Law,
General Counsel and Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| (a)(1)(A) | Offer to Purchase dated May 16, 2011.* |
| (a)(1)(B) | Letter of Transmittal (including Form W-9).* |
| (a)(1)(C) | Notice of Guaranteed Delivery.* |
| (a)(1)(D) | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(E) | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(F) | Summary Newspaper Advertisement published in The Wall Street Journal on May 16, 2011.* |
| (a)(5)(A) | Joint Press Release issued by Arch Coal, Inc. and International Coal Group, Inc. on May 2, 2011 (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Arch Coal, Inc. on May 3, 2011). |
| (a)(5)(B) | Transcript of Investor Call regarding announcement of Merger Agreement (incorporated in this Schedule TO by reference to the Schedule TO-C filed by Arch Coal, Inc. on May 3, 2011). |
| (a)(5)(C) | Investor Presentation (incorporated in this Schedule TO by reference to the Schedule TO-C filed by Arch Coal, Inc. on May 3, 2011). |
| (a)(5)(D) | Joint Press Release issued by Arch Coal, Inc. and International Coal Group, Inc. on May 16, 2011.* |
| (a)(5)(E) | Memorandum of Understanding, dated as of May 26, 2011.* |
| (a)(5)(F) | Press Release issued by Arch Coal, Inc. on May 31, 2011.* |
| (a)(5)(G) | Press Release issued by Arch Coal, Inc. on May 31, 2011.* |
| (a)(5)(H) | Joint Press Release issued by Arch Coal, Inc. and International Coal Group, Inc. on June 1, 2011.* |
| (a)(5)(I) | Memorandum of Understanding, dated as of June 5, 2011.* |
| (a)(5)(J) | Memorandum of Understanding, dated as of June 5, 2011.* |
| (a)(5)(K) | Press Release issued by Arch Coal, Inc. on June 14, 2011. |
| (b)(1) | Debt Commitment Letter dated as of May 2, 2011 by and among Morgan Stanley Senior Funding, Inc., PNC Bank, National Association, PNC Capital Markets LLC |

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and Arch Coal, Inc. (incorporated in this Schedule TO by reference to the Schedule TO-C filed by Arch Coal, Inc. on May 3, 2011).

- (d)(1) Agreement and Plan of Merger dated as of May 2, 2011 among Arch Coal, Inc., Atlas Acquisition Corp. and International Coal Group, Inc. (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Arch Coal, Inc. on May 3, 2011).
 - (d)(2) Tender and Voting Agreement dated as of May 2, 2011 by and among Arch Coal, Inc., Atlas Acquisition Corp. and certain stockholders of International Coal Group, Inc. (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Arch Coal, Inc. on May 3, 2011).
 - (d)(3) Tender and Voting Agreement dated as of May 2, 2011 by and among Arch Coal, Inc., Atlas Acquisition Corp. and certain stockholders of International Coal Group, Inc. (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Arch Coal, Inc. on May 3, 2011).
 - (d)(4) Non-Disclosure Agreement dated as of February 25, 2011 between International Coal Group, Inc. and Arch Coal, Inc.*
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| Exhibit No. | Description |
|--------------------|--|
| (d)(5) | Letter Agreement dated as of March 15, 2011 between International Coal Group, Inc. and Arch Coal, Inc.* |
| (d)(6) | Amendment to Agreement and Plan of Merger, dated as of May 26, 2011 among Arch Coal, Inc., Atlas Acquisition Corp. and International Coal Group, Inc.* |
| (g) | Not applicable. |
| (h) | Not applicable. |

* Previously filed.