

DOLE FOOD COMPANY INC
Form SC TO-C
December 05, 2002

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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**

DOLE FOOD COMPANY, INC.

(Name of Subject Company (issuer))

DAVID H. MURDOCK Offeror

(Name of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, NO PAR VALUE

(Title of Class of Securities)

256605106

(CUSIP Number of Class of Securities)

Roberta Wieman

10900 Wilshire Boulevard

Los Angeles, California 90024

Telephone: (310) 208-6055

(Name, address, and telephone numbers of person authorized to
receive notices and communications on behalf of filing persons)

Copies to:

Peter J. Tennyson, Esq.

Paul, Hastings, Janofsky & Walker LLP

695 Town Center Drive, Seventeenth Floor

Costa Mesa, California 92626-1924

Telephone: (714) 668-6200

CALCULATION OF FILING FEE

Transaction valuation*

N/A

Amount of filing fee

None required.

*Set forth the amount on which the filing fee is calculated and state how it was determined

0

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.

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Amount Previously Paid:

Form or Registration No.:

Filing Party:

Date Filed:

ý

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 transaction to which the statement relates:

ý

third-party tender offer subject to Rule 14d-1.

o

issuer tender offer subject to Rule 13e-4.

ý

going-private transaction subject to Rule 13e-3.

ý

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: o

SCHEDULE 13D

CUSIP No. 256605106

Page 2 of 4 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

DAVID H. MURDOCK

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o
(b) ý

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF, BK, WC, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S.

| | | | |
|--|---|--------------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 7 | SOLE VOTING POWER | |
| | | 13,580,995* | |
| | 8 | SHARED VOTING POWER | |
| | | None | |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | 13,580,995* | |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | None | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 13,580,995* | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | ý |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 24.02%* | | |
| 14 | TYPE OF REPORTING PERSON | | |
| | IN | | |

* As of the close of business on December 4, 2002, Mr. Murdock has beneficial ownership of 13,580,995 (approximately 24.02%) of the outstanding shares of Dole Food Company, Inc. Common Stock. Of such shares, 13,086,847 shares (approximately 23.35%) are held by Mr. Murdock, 494,148 shares (less than 1%) may be acquired by Mr. Murdock through the exercise of stock options which are exercisable within sixty (60) days of December 4, 2002, and 81,000 shares (less than 1%) are owned by Mr. Murdock's sons. As permitted by Rule 13d-4, Mr. Murdock disclaims beneficial ownership within the meaning of Sections 13(d) or 13(g) of the Securities Exchange Act of 1934 ("1934 Act") of the 81,000 shares of Dole Food Company, Inc. Common Stock owned by his sons.

This Schedule 13D, as previously amended, relating to the Common Stock of Dole Food Company, Inc., is hereby further amended with respect to the items set forth below.

Item 6. Contracts, Arrangements, Understandings or Relations With Respect to Securities of the Issuer.

Following discussions with the Special Committee on December 4, 2002, David H. Murdock extended up to December 18, 2002 the time period for further discussion with the Special Committee about a possible transaction by which he would acquire the approximately 76% of the shares of Dole Food Company, Inc. that he and his family do not own.

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.

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Dated: December 4, 2002

/s/ DAVID H. MURDOCK

David H. Murdock

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SCHEDULE 13D

Item 6. Contracts, Arrangements, Understandings or Relations With Respect to Securities of the Issuer.