

MICHAEL BAKER CORP  
Form SC TO-C  
September 06, 2013

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

**SCHEDULE TO**  
**(Rule 14d-100)**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**MICHAEL BAKER CORPORATION**

**(Name of Subject Company (Issuer))**

**CDL ACQUISITION CO. INC.**

**a wholly-owned subsidiary of**

**INTEGRATED MISSION SOLUTIONS, LLC**

**(Name of Filing Persons (Offerors))**

**COMMON STOCK, PAR VALUE \$1.00 PER SHARE**

**(Title of Class of Securities)**

**057149106**

**(CUSIP Number of Class of Securities)**

**Thomas J. Campbell**

**Integrated Mission Solutions, LLC**

**11 Canal Center Plaza, Suite 350**

**Alexandria, VA 22314**

**(202) 737-5220**

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

*Copies to:*

**Kevin J. Lavin**

**J. Matthew Owens**

**Arnold & Porter LLP**

**555 12<sup>th</sup> Street NW**

**Washington, DC 20004**

**(202) 942-5000**

**CALCULATION OF FILING FEE**

**Transaction Valuation**

Not applicable\*

**Amount of Filing Fee**

Not applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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- .. 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: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

- x 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:

- x 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. ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This filing relates solely to preliminary communications made before the commencement of a planned tender offer by CDL Acquisition Co. Inc., a Pennsylvania corporation ( Purchaser ), which is the successor by merger to Project Steel Merger Sub. Inc., a Delaware corporation, and a direct wholly owned subsidiary of Integrated Mission Solutions, LLC, a Delaware limited liability company ( Parent ), for all of the outstanding common capital stock (the Shares ) of Michael Baker Corporation (the Company ), to be commenced pursuant to the Agreement and Plan of Merger, dated July 29, 2013, as amended by Amendment No. 1 to Agreement and Plan of Merger, dated August 30, 2013, among Parent, Purchaser and the Company.

The exhibit is neither an offer to purchase nor solicitation of an offer to sell securities. The tender offer for the Shares described in this filing has not commenced. At the time the offer is commenced, Purchaser will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (the SEC ), and the Company will file a solicitation/recommendation statement on Schedule 14D-9, with respect to the offer. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials will be made available to the Company s shareholders at no expense to them. In addition, all of those materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC s website: [www.sec.gov](http://www.sec.gov).

#### **EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                     |
|----------------|--|
| 99.1           | Press Release, dated September 5, 2013 |