

SUPREME INDUSTRIES INC
Form SC TO-T/A
September 07, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE TO**

(Amendment No. 3)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

SUPREME INDUSTRIES, INC.
(Name of Subject Company (**Issuer**))

REDHAWK ACQUISITION CORPORATION
(**Offeror**)
WABASH NATIONAL CORPORATION
(**Parent of Offeror**)
(Names of Filing Persons)

CLASS A COMMON STOCK, PAR VALUE \$0.10 PER SHARE
CLASS B COMMON STOCK, PAR VALUE \$0.10 PER SHARE
(Title of Class of Securities)

CLASS A 868607102
CLASS B 868607300
(CUSIP Numbers of Class of Securities)

Richard J. Giromini
Chief Executive Officer
Wabash National Corporation
1000 Sagamore Parkway South
Lafayette, Indiana 47905

(765) 771-5300

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

with copies to:

Michael J. Silver, Esq.

William I. Intner, Esq.

Hogan Lovells US LLP

100 International Drive, Suite 2000

Baltimore, Maryland 21202

CALCULATION OF FILING FEE

| | |
|------------------------|------------------------|
| Transaction Valuation* | Amount of Filing Fee** |
| \$360,364,830 | \$41,766.28 |

*Estimated solely for purposes of calculating the filing fee. The transaction value was calculated by adding (i) 15,503,763 shares of Class A common stock of Supreme Industries, Inc. ("Supreme"), par value \$0.10 per share, and (ii) 1,656,467 shares of Class B common stock of Supreme, par value \$0.10 per share, multiplied by the offer price of \$21.00 per share. The calculation of the filing fee is based on information provided by Supreme as of August 22, 2017.

**The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Fee Rate Advisory #1 for fiscal year 2017, issued August 31, 2016, by multiplying the transaction valuation by 0.0001159.

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: \$41,766.28

Form or Registration No.: Schedule TO

Filing Party: Redhawk Acquisition Corporation and Wabash National Corporation

Date Filed : August 22, 2017

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- | | | | |
|-------------------------------------|--|----|---|
| <input checked="" type="checkbox"/> | third-party tender offer subject to Rule 14d-1 | .. | going-private transaction subject to Rule 13e-3 |
| <input type="checkbox"/> | issuer tender offer subject to Rule 13e-4 | .. | 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 boxes 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 Amendment No. 3 (this “Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO filed on August 22, 2017 (as amended by Amendment No. 1 filed on August 30, 2017, Amendment No. 2 filed on September 1, 2017, the “Schedule TO”) in connection with the offer (the “Offer”) by Redhawk Acquisition Corporation, a Delaware corporation (“Purchaser”) and a direct wholly owned subsidiary of Wabash National Corporation, a Delaware corporation (“Wabash National”), to purchase all outstanding shares of (i) Class A common stock, par value \$0.10 per share (the “Class A Shares”), and (ii) Class B common stock, par value \$0.10 per share (the “Class B Shares” and, collectively with the Class A Shares, the “Shares”), of Supreme Industries, Inc., a Delaware corporation (“Supreme”), at a price of \$21.00 per Share, net to the seller in cash, without interest thereon and subject to any tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 22, 2017, a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(A) thereto, and the related Letter of Transmittal and instructions thereto, a copy of which is filed with and attached to the Schedule TO as Exhibit (a)(1)(B) thereto, as they may be amended or supplemented from time to time. This Amendment No. 3 is being filed on behalf of Purchaser and Wabash National.

The information set forth in the Schedule TO remains unchanged, except that such information is hereby amended and supplemented to the extent specifically provided herein. All capitalized terms used in this Amendment No. 3 without definition have the meanings ascribed to them in the Schedule TO.

Item 11.

Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following paragraphs as the third and fourth paragraphs of Section 15—“Certain Legal Matters—Antitrust Matters” of the Offer to Purchase:

“The initial waiting period applicable to the Offer and the Merger under the HSR Act expired at 11:59 p.m., New York City time, on September 6, 2017. Accordingly, the condition to the Offer requiring the expiration or termination of the waiting period under the HSR Act has been satisfied. The Offer continues to be subject to the remaining conditions set forth in this Offer to Purchase.

On September 7, 2017, Wabash National issued a press release announcing the termination of the waiting period, a copy of which is filed as Exhibit (a)(5)(F) hereto.”

Item 12.

Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following to the list of exhibits:

(a)(5)(F) Press Release issued by Wabash National, dated September 7, 2017.

SIGNATURES

After due 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.

WABASH NATIONAL CORPORATION

Dated: September 7, 2017 By: /s/ Jeffery L. Taylor

Name: Jeffery L. Taylor

Title: Senior Vice President and Chief Financial Officer

redhawk acquisition corporation

Dated: September 7, 2017 By: /s/ Jeffery L. Taylor

Name: Jeffery L. Taylor

Title: Secretary and Treasurer

EXHIBIT INDEX

Exhibit No. Exhibit Name

(a)(5)(F) Press Release issued by Wabash National, dated September 7, 2017.*

*Filed herewith