

FAC HOLDING CORP
Form SC TO-T/A
December 06, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 2)

(Rule 14d-100)

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

AND

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Hunt Corporation

(Name of Subject Company (Issuer))

FAC Acquisition Corporation

FAC Holding Corporation

(Names of Filing Persons (Offerors))

COMMON SHARES, PAR VALUE \$.10 PER SHARE

(Title of Class of Securities)

445591100

(CUSIP Number of Class of Securities)

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

Van Billet

Vice President and Chief Financial Officer

FAC Holding Corporation

3000 Centre Square West

1500 Market Street

Philadelphia, Pennsylvania 19102

Telephone: (215) 563-2800

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

With a copy to:

Carmen J. Romano Esq.
Dechert
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, Pennsylvania 19103
Telephone: (215) 994-4000

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee*
\$117,365,623	\$23,474

*This amount has previously been paid.

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:

SCHEDULE 13D

CUSIP NO. 445591100

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FAC Acquisition Corporation

IRS Identification No.

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

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF/OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,551,551*

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,828,617*

CUSIP NO. 445591100

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,828,617

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

40.3%*

14. TYPE OF REPORTING PERSON (See Instructions)

CO

* See the Introduction and Section 12 of the Offer to Purchase, incorporated herein by reference, for a description of the Tender and Voting Agreement, dated as of November 11, 2002, by and among FAC Acquisition Corporation, FAC Holding Corporation and certain shareholders named therein.

SCHEDULE 13D

CUSIP NO. 445591100

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FAC Holding Corporation

IRS Identification No.

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(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF/OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

	7. SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER	3,551,551*
	9. SOLE DISPOSITIVE POWER	0
	10. SHARED DISPOSITIVE POWER	3,828,617*

CUSIP NO. 445591100

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CO

* See the Introduction and Section 12 of the Offer to Purchase, incorporated herein by reference, for a description of the Tender and Voting Agreement, dated as of November 11, 2002, by and among FAC Acquisition Corporation, FAC Holding Corporation and certain shareholders named therein.

This statement constitutes (a) Amendment No. 2 (the Amendment) to the Tender Offer Statement on Schedule TO (as amended and supplemented, the Statement), originally filed with the Securities and Exchange Commission (the SEC) on November 15, 2002 by FAC Acquisition Corporation, a Pennsylvania corporation (the Purchaser), and FAC Holding Corporation, a Pennsylvania corporation (Parent), relating to the Purchaser's offer to purchase all of the outstanding common shares, par value \$.10 per share (the Shares), of Hunt Corporation, a Pennsylvania corporation (the Company), at a purchase price of \$12.50 per share, net to the seller in cash and (b) Amendment No. 2 to the Schedule 13D (as amended and supplemented, the Schedule 13D) originally filed with the SEC on November 20, 2002 by Parent and Purchaser. The terms and conditions of the offer are described in the Offer to Purchase, dated November 15, 2002 (the Offer to Purchase), a copy of which is filed as Exhibit (a)(1)(A) to the Statement, and the related Letter of Transmittal and the instructions thereto, a copy of which is filed as Exhibit (a)(1)(B) to the Statement (which, as they may be amended or supplemented from time to time, together constitute the Offer). The information in the Offer to Purchase is incorporated by reference herein. Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Offer to Purchase.

Item 8. Interest in Shares of the Subject Company.

Item 8 of the Statement is hereby amended and supplemented to include the following:

Certain Shareholders party to the Tender and Voting Agreement have transferred 53,200 Shares to Bartol Charitable Foundation Inc. (the Charitable Trust). In connection with such transfer, the Charitable Trust has executed a joinder to the Tender and Voting Agreement (the Joinder), whereby the Charitable Trust agrees to be bound by the terms and conditions of the Tender and Voting Agreement. The foregoing description of the Joinder is not complete and is qualified in its entirety by reference to the full text of the Joinder which is filed with the SEC as an exhibit to this Statement and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Statement is hereby amended and supplemented to include the following exhibit:

(d)(4) Joinder, dated December 5, 2002, by and among Parent, Purchaser and the Charitable Trust.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

FAC HOLDING CORPORATION

By: /s/ VAN BILLET

Name: Van Billet
Vice President and
Chief Financial
Title: Officer

FAC ACQUISITION
CORPORATION

By: /s/ VAN BILLET

Name: Van Billet
Vice President and
Chief Financial
Title: Officer

Dated: December 6, 2002

EXHIBIT INDEX

<u>Exhibit</u>	<u>Exhibit Name</u>
(a)(1)(A)	Offer to Purchase.*
(a)(1)(B)	Letter of Transmittal.*
(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)	Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute W-9.*
(a)(5)(A)	Press Release issued on November 12, 2002, incorporated herein by reference to the Schedule TO-C, filed by FAC Holding Corporation on November 12, 2002.*
(a)(5)(B)	Summary Advertisement as published in the Wall Street Journal on November 15, 2002.*
(a)(5)(C)	Press Release issued by FAC Holding Corporation on November 15, 2002.*
(b)(1)	Demand Note, dated November 8, 2002, issued by FAC Holding Corporation to The Berwind Company LLC.*
(b)(2)	Demand Note, dated November 8, 2002, issued by FAC Holding Corporation to Berwind Corporation.*
(d)(1)	Agreement and Plan of Merger, dated as of November 11, 2002, by and among FAC Acquisition Corporation, FAC Holding Corporation and Hunt Corporation.*
(d)(2)	Tender and Voting Agreement, dated as November 11, 2002, by and among FAC Acquisition Corporation, FAC Holding Corporation and certain Shareholders.*
(d)(3)	Confidentiality Agreement, dated September 9, 2002, between Berwind Corporation and Hunt Corporation.*
(d)(4)	Joinder, dated December 5, 2002, by and among Parent, Purchaser and the Charitable Trust.
(g)	Not applicable.
(h)	Not applicable.

* Denotes Exhibit has been previously filed with the Securities and Exchange Commission.