

CASEYS GENERAL STORES INC  
Form SC 14D9/A  
August 23, 2010

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

SCHEDULE 14D-9

SOLICITATION/RECOMMENDATION  
STATEMENT UNDER SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 17

Casey's General Stores, Inc.  
(Name of Subject Company)

Casey's General Stores, Inc.  
(Name of Person Filing Statement)

Common Stock, no par value per share  
(Title of Class of Securities)

147528103

(CUSIP Number of Class of Securities)

William J. Walljasper  
Senior Vice President and Chief Financial Officer  
Casey's General Stores, Inc.  
One Convenience Blvd.  
P.O. Box 3001  
Ankeny, Iowa 50021-8045  
Telephone: (515) 965-6100

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

Copies to:

Allen Finkelson, Esq.  
George F. Schoen, Esq.  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019  
Telephone: (212) 474-1000

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

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This Amendment No. 17 to the Solicitation/Recommendation Statement on Schedule 14D-9 (this “Amendment”) is filed by Casey’s General Stores, Inc. (“Casey’s”), an Iowa corporation. This Amendment amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission on June 8, 2010, as amended (together with any amendments and supplements thereto, the “Schedule 14D-9”), and relates to the unsolicited offer by Alimentation Couche-Tard Inc., a corporation incorporated under the laws of the province of Québec, Canada (“Couche-Tard”), through its indirect wholly owned subsidiary, ACT Acquisition Sub, Inc., an Iowa corporation, as disclosed in the Tender Offer Statement on Schedule TO dated June 2, 2010, as amended, to purchase all outstanding shares of common stock, no par value per share, of Casey’s (“Casey’s Common Shares”), together with the associated Rights, for \$36.75 per Casey’s Common Share in cash, upon the terms and subject to the conditions set forth in Couche-Tard’s Offer to Purchase dated June 2, 2010, as amended, and the related Letter of Transmittal.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

#### ITEM 2. IDENTITY AND BACKGROUND OF FILING PERSON

“Item 2. Identity and Background of Filing Person - Offer” of the Schedule 14D-9 is hereby amended and supplemented by adding the following to the end of the second to last paragraph:

On August 19, 2010, Couche-Tard filed its Definitive Proxy Statement (the “Couche-Tard Definitive Proxy Statement”). In the Couche-Tard Definitive Proxy Statement, Couche-Tard states that it will solicit proxies to vote for its eight nominees for election to the Board and to vote for the Couche-Tard Bylaw Repeal Proposal.

#### ITEM 4. THE SOLICITATION OR RECOMMENDATION

“Item 4. The Solicitation or Recommendation - Background of the Offer and Reasons for Recommendation - Background of the Offer” of the Schedule 14D-9 is hereby amended and supplemented by adding the following after the last paragraph:

On August 19, 2010, Couche-Tard filed the Couche-Tard Definitive Proxy Statement with the SEC.

#### ITEM 8. ADDITIONAL INFORMATION

“Item 8. Additional Information - Certain Litigation - Shareholder Litigation” of the Schedule 14D-9 is hereby amended and supplemented by adding the following to the end of the third paragraph:

On August 20, 2010, the plaintiffs in the Carpenters Pension Trust Complaint filed an amended complaint.

#### ITEM 9. EXHIBITS

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following thereto:

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

(a)(24)

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Press release issued by Casey's General Stores, Inc., dated August 23, 2010 (incorporated by reference to Exhibit 99.1 to the Form 8-K filed by Casey's General Stores, Inc. on August 23, 2010).

- (a)(25) Letter to shareholders of Casey's General Stores, Inc., dated August 23, 2010 (incorporated by reference to Exhibit 99.2 to the Form 8-K filed by Casey's General Stores, Inc. on August 23, 2010).

SIGNATURE

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.

CASEY'S GENERAL STORES, INC.

By: /s/ Robert J. Myers  
Name: Robert J. Myers  
Title: President and Chief Executive  
Officer

Dated: August 23, 2010

EXHIBIT INDEX

| Exhibit<br>Number | Description   |
|-------------------|---|
| (a)(24)           | Press release issued by Casey's General Stores, Inc., dated August 23, 2010 (incorporated by reference to Exhibit 99.1 to the Form 8-K filed by Casey's General Stores, Inc. on August 23, 2010).   |
| (a)(25)           | Letter to shareholders of Casey's General Stores, Inc., dated August 23, 2010 (incorporated by reference to Exhibit 99.2 to the Form 8-K filed by Casey's General Stores, Inc. on August 23, 2010). |