

BORON LEPORE & ASSOCIATES INC  
Form SC TO-T/A  
June 25, 2002

=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE TO / A

(FINAL AMENDMENT)

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

BORON, LEPORE & ASSOCIATES, INC.  
(Name of Subject Company)

GARDEN MERGER CORP.,  
a wholly owned subsidiary of  
CARDINAL HEALTH, INC.  
(Name of Filing Persons--Offerors)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

10001P 10 2  
(CUSIP Number of Class of Securities)

Paul S. Williams, Esq.  
Executive Vice President, Chief Legal Officer and Secretary  
Cardinal Health, Inc.  
7000 Cardinal Place  
Dublin, Ohio 43017  
Telephone: (614) 757-5000  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

Copy To:  
David A. Katz, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 403-1000

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.

Edgar Filing: BORON LEPORE & ASSOCIATES INC - Form SC TO-T/A

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:

=====

This Final Amendment (the "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed with the Securities and Exchange Commission (the "Commission") on May 24, 2002 by Cardinal Health, Inc., an Ohio corporation ("Cardinal"), and Garden Merger Corp., a Delaware corporation and a wholly owned subsidiary of Cardinal ("Subcorp"), as amended by Amendment No. 1 filed with the Commission on May 28, 2002, Amendment No. 2 filed with the Commission on May 30, 2002, Amendment No. 3 filed with the Commission on June 5, 2002 and Amendment No. 4 filed with the Commission on June 12, 2002, relating to the offer by Subcorp to purchase all outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Boron, LePore & Associates, Inc., a Delaware corporation ("BLP") for \$16.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 24, 2002 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were filed previously with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which, together with any amendments or supplements to the Offer to Purchase and the Letter of Transmittal, collectively constitute the "Offer").

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented by the following:

On Tuesday, June 25, 2002, Cardinal Health issued a press release filed as Exhibit (a)(5)(G) to the Schedule TO, as amended, announcing the expiration of the Offer. The Offer expired at midnight, New York City time, on Monday, June 24, 2002. All Shares validly tendered (and not withdrawn) prior to the expiration of the Offer have been accepted for payment and will be purchased promptly. Pursuant to the Offer, 10,662,046 Shares were tendered and not withdrawn. In addition, 482,508 Shares were tendered into the Offer by receipt of notice of guaranteed delivery. Together, this represents approximately 94.6 percent of the total number of Shares outstanding. The information in the above referenced press release is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented to add the following exhibit:

(a)(5)(G) Press Release Issued by Cardinal dated June 25, 2002.

Edgar Filing: BORON LEPORE & ASSOCIATES INC - Form SC TO-T/A

SIGNATURE

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

Dated: June 25, 2002

GARDEN MERGER CORP.

By /s/ Paul S. Williams  
-----

Name: Paul S. Williams  
Title: Executive Vice President,  
Chief Legal Officer and Secretary

CARDINAL HEALTH, INC.

By /s/ Paul S. Williams  
-----

Name: Paul S. Williams  
Title: Executive Vice President,  
Chief Legal Officer and Secretary

3

EXHIBIT INDEX

(a) (5) (G) Press Release Issued by Cardinal dated June 25, 2002.

4