

WITEL COMMUNICATIONS GROUP INC
Form SC TO-T/A
November 06, 2003

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

(AMENDMENT NO. 5)

WITEL COMMUNICATIONS GROUP, INC.
(Name of Subject Company (Issuer))

LEUCADIA NATIONAL CORPORATION
and
WRANGLER ACQUISITION CORP.,
a subsidiary of Leucadia National Corporation
(Name of Filing Persons - (Offerors))

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

972487102
(CUSIP Number of Class of Securities)

JOSEPH A. ORLANDO
LEUCADIA NATIONAL CORPORATION
315 PARK AVENUE SOUTH
NEW YORK, NEW YORK 10010
TELEPHONE: (212) 460-1900
(Name, Address and Telephone Number of Person
Authorized to Receive Notice and Communications on Behalf of Filing Person)

COPIES TO:

ANDREA A. BERNSTEIN, ESQ.
MALCOLM E. LANDAU, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153-0119
TELEPHONE: (212) 310-8000

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.

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[X] 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: []

CUSIP No. 972487102		13D
1	NAME OF REPORTING PERSON:	LEUCADIA NATIONAL CORP
	S.S. OR I.R.S. IDENTIFICATION NO.	
	OF ABOVE PERSON:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	NEW YORK
	NUMBER OF	7
	SHARES	SOLE VOTING POWER:
	BENEFICIALLY	8
	OWNED BY	SHARED VOTING POWER:
	EACH	9
	REPORTING	SOLE DISPOSITIVE POWER:
	PERSON WITH	10
		SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	23,700
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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1	NAME OF REPORTING PERSON:	LUK ACQUISITION I, LLC
	S.S. OR I.R.S. IDENTIFICATION NO.	
	OF ABOVE PERSON:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
	NUMBER OF	7
	SHARES	SOLE VOTING POWER:
	BENEFICIALLY	8
	OWNED BY	SHARED VOTING POWER:
	EACH	9
	REPORTING	SOLE DISPOSITIVE POWER:
	PERSON WITH	10
		SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	11,775
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	00 (L

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CUSIP No. 972487102 13D

1	NAME OF REPORTING PERSON:	LUK ACQUISITION I
	S.S. OR I.R.S. IDENTIFICATION NO.	
	OF ABOVE PERSON:	

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3	SEC USE ONLY		
4	SOURCE OF FUNDS:		N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		DELAWARE
	NUMBER OF	7	SOLE VOTING POWER:
	SHARES		
	BENEFICIALLY	8	SHARED VOTING POWER:
	OWNED BY		
	EACH	9	SOLE DISPOSITIVE POWER:
	REPORTING		
	PERSON WITH	10	SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		10
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		00

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SCHEDULE TO

This Amendment No. 5 (this "Amendment") amends and/or supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "SEC") on September 4, 2003, as heretofore amended and/or supplemented (as so amended and supplemented, the "Schedule TO"), by Leucadia National Corporation ("Leucadia") and its subsidiary, Wrangler Acquisition Corp. ("Merger Sub"), relating to the offer (the "Offer") by Leucadia to exchange (i) 0.4242 of a common share of Leucadia (the "Leucadia Shares") and (ii) one Contingent Sale Right for each outstanding share of common stock of WilTel Communications Group, Inc. ("WilTel") not already beneficially owned by Leucadia, upon the terms and subject to the conditions set forth in the Prospectus (as defined below) and the related Letter of Transmittal.

The Offer is made pursuant to an Agreement and Plan of Merger, dated as of August 21, 2003, by and among Leucadia, Merger Sub and WilTel, which contemplates the merger of Merger Sub with and into WilTel (the "Merger"). Leucadia has filed with the SEC a registration statement on Form S-4 (as amended from time to time, the "Registration Statement") relating to the Leucadia Shares to be issued to stockholders of WilTel in the Offer and the Merger. The terms and conditions of the Offer and the Merger are set forth in the offer to

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exchange/prospectus which is part of the Registration Statement (as amended and/or supplemented from time to time, the "Prospectus") and the related Letter of Transmittal.

All of the information set forth (or incorporated by reference) in the Registration Statement, the Prospectus and the related Letter of Transmittal is hereby incorporated by reference in response to all the items of the Schedule TO.

ITEM 11. ADDITIONAL INFORMATION.

The Schedule TO is hereby amended and supplemented by adding the following thereto:

On November 5, 2003, Leucadia accepted for exchange all shares of WilTel common stock tendered into the Offer and not withdrawn as of the 5:00 p.m., New York City time, November 5, 2003 expiration of the Offer. Based on preliminary information from the exchange agent for the Offer, as of the expiration of the Offer 23,547,423 shares of WilTel common stock had been tendered, which, together with the 23,700,000 WilTel shares already owned by Leucadia, represents approximately 94.5% of the outstanding shares of WilTel common stock. The shares tendered also represent approximately 89.5% of the WilTel common stock not already beneficially owned by Leucadia, thereby satisfying the condition of the Offer that more than 50% of the WilTel common stock not already beneficially owned by Leucadia be tendered.

In order to complete the acquisition, Leucadia expects to consummate the Merger within the next few days, whereupon WilTel will become a wholly-owned subsidiary of Leucadia. As a result of the Merger (and subject to appraisal rights to the extent available under applicable law), each outstanding share of WilTel not tendered in the Offer will be converted into the right to receive the same consideration per share as is paid in the Offer. Based upon the preliminary results of the Offer, Leucadia expects to issue approximately 9,988,817 Leucadia Shares in exchange for the 23,547,423 shares of WilTel common stock tendered and, assuming no appraisal rights are exercised, Leucadia expects to issue an additional approximately 1,167,643 Leucadia Shares in connection with the Merger.

The full text of the press release relating to the expiration and preliminary results of the Offer is set forth as an Exhibit hereto and is incorporated herein by reference.

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ITEM 12. EXHIBITS.

- (a) (1) Prospectus*
- (a) (2) Letter of Transmittal*
- (a) (3) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees*
- (a) (4) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees*
- (a) (5) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*
- (a) (6) Text of press release issued by Leucadia and WilTel announcing the commencement of the Offer*

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(a) (7) Text of press release issued by Leucadia on October 2, 2003, announcing extension of the Offer and notification of early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act**

(a) (8) Text of press release issued by Leucadia on October 16, 2003, announcing extension of the Offer**

(a) (9) Text of press release issued by Leucadia on October 30, 2003, announcing extension of the Offer**

(a) (10) Text of press release issued by Leucadia on November 6, 2003, announcing the expiration and results of the Offer

(b) None

(c) (1) Opinion of J.P. Morgan Securities Inc. (filed as an exhibit to WilTel's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC)

(d) (1) Agreement and Plan of Merger, dated as of August 21, 2003, by and among Leucadia, Merger Sub and WilTel (filed as Exhibit 2.1 to the Current Report on Form 8-K filed by Leucadia on August 22, 2003)

(d) (2) Stockholders Agreement, dated as of October 15, 2002, between Leucadia and WilTel (filed as Exhibit 99.6 to the Current Report on Form 8-K filed by WilTel on October 24, 2002)

(d) (3) Registration Rights Agreement, dated as of October 15, 2002, between Leucadia and WilTel (filed as Exhibit 99.10 to the Current Report on Form 8-K filed by WilTel on October 24, 2002)

(d) (4) Stockholders Rights and Co-Sale Agreement, dated as of October 15, 2002, between Leucadia and WilTel (filed as Exhibit 99.11 to the Current Report on Form 8-K filed by WilTel on October 24, 2002)

(d) (5) Restructuring Services Agreement, dated as of October 15, 2002, between Leucadia and WilTel (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by WilTel on December 5, 2002)

(d) (6) Amendment, effective as of August 21, 2003, to the Stockholders Agreement between Leucadia and WilTel**

(g) None

* Incorporated by reference to the Registration Statement.

** Previously filed.

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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.

Dated: November 6, 2003

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LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President and
Chief Financial Officer

WRANGLER ACQUISITION CORP.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President and
Chief Financial Officer

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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.

Dated: November 6, 2003

LUK Acquisition I, LLC

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: President

LUK Acquisition II, LLC

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: President

* These signatures are solely for the purpose of amending Schedule 13D.

