

ALLCITY INSURANCE CO /NY/
Form SC 13E3/A
November 13, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-3

(RULE 13E-100)

TRANSACTION STATEMENT UNDER SECTION 13(E) OF THE SECURITIES
EXCHANGE ACT OF 1934 AND RULE 13E-3 THEREUNDER

RULE 13E-3 TRANSACTION STATEMENT UNDER SECTION 13(E) OF THE
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 6)

ALLCITY INSURANCE COMPANY
(NAME OF ISSUER)

LEUCADIA NATIONAL CORPORATION
(NAME OF PERSONS FILING STATEMENT)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(TITLE OF CLASS OF SECURITIES)

016752107
(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 NOTICES AND COMMUNICATIONS ON BEHALF OF THE PERSON FILING STATEMENT)

COPIES TO:
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NEW YORK, NEW YORK 10153-0119
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This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of

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1993.

- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction.

CALCULATION OF FILING FEE*

Transaction Valuation	Amount of Filing Fee
\$1,704,497	\$138

* For purpose of calculating the filing fee only. The fee is \$80.90 per \$1,000,000 of the aggregate offering amount (or .0000809 of the aggregate transaction valuation), calculated pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended by Fee Advisory #11, issued by the Commission on February 7, 2003. The amount assumes the purchase of 619,817 shares of common stock of Allcity Insurance Company ("Allcity"), for a purchase price per share of \$2.75 in cash. Such number of shares represents (i) the sum of the 7,078,625 outstanding shares of Allcity as of March 31, 2003, (ii) less 6,458,808 shares of Allcity already beneficially owned by Leucadia National Corporation.

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:	\$138	Filing Party:	Leucadia National Corporation
Form or Registration No.:	Schedule TO	Date Filed:	April 30, 2003

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Transaction Statement on Schedule 13E-3 filed under cover of a Schedule TO initially filed with the Securities and Exchange Commission (the "Commission") on April 30, 2003, as heretofore amended and/or supplemented (as so amended and supplemented, the "Schedule 13E-3") by Leucadia National Corporation, a New York Corporation ("Leucadia"). The Schedule 13E-3, along with this Amendment, relates to the acquisition of Allcity Insurance Company, a New York Corporation ("Allcity"). As reported earlier, on June 11, 2003, Leucadia purchased 312,611 of the outstanding shares of common stock, par value \$1.00 per share (the "Common Stock"), of Allcity at a price of \$2.75 per share, net to the seller in cash, without interest thereon (the "Purchase Price"), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 29, 2003, as amended (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). After the successful tender of Common Stock pursuant to the Offer, Leucadia became the beneficial owner of 95.7% of the outstanding Common Stock. Leucadia filed a Plan for Acquisition of Minority Interests in Allcity (the "Plan") with the New York Insurance Department (the "NYID").

The information set forth in the Offer to Purchase and the related Letter of Transmittal is expressly incorporated herein by reference in response to all the items of this Amendment, except as set forth below. In addition, the information set forth in Items 1 through 16 of the Schedule 13E-3 are incorporated herein by reference with respect to Items 1 through 16 of this Amendment, except those Items as to which information specifically provided herein is relevant, in which case the information contained in the Schedule 13E-3 is incorporated herein by reference in partial answer to those Items unless otherwise noted hereto.

All information in this Amendment or incorporated by reference in this Amendment concerning Leucadia or its affiliates, or actions or events with respect to any of them, was provided by Leucadia or has been taken from or based upon publicly available documents and records on file with the Commission and other public sources. Information contained in this Amendment with respect to Allcity has been provided by Allcity.

ITEM 15. ADDITIONAL INFORMATION.

Item 15(b) on the Schedule 13E-3 is hereby amended and supplemented by adding the following thereto:

On October 23, 2003, the Plan was approved by the NYID. The Plan became effective on November 12, 2003. Pursuant to the Plan, on November 12, 2003, ownership of the 307,206 shares of Allcity Common Stock that Leucadia did not already beneficially own vested in Leucadia and each outstanding share of Allcity Common Stock (other than shares owned by Leucadia and shares for which appraisal is sought under applicable provisions of New York law) was converted into the right to receive the Purchase Price.

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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 13, 2003

LEUCADIA NATIONAL CORPORATION

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By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President and
Chief Financial Officer