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AMERADA HESS CORP
Form SC TO-T/A
July 30, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 1)
Tender Offer Statement
Under Section 14(d) (1) or 13(e) (1) of the Securities Exchange Act of 1934

Triton Energy Limited
(Name of Subject Company)

Amerada Hess Corporation
Amerada Hess (Cayman) Limited
(Names of Filing Persons)

Ordinary Shares, Par Value \$0.01 Per Share
(Title of Class of Securities)

G90751101: Ordinary Shares

(CUSIP Number of Class of Securities)

J. Barclay Collins II, Esq.
Executive Vice President and General Counsel
Amerada Hess Corporation
1185 Avenue of the Americas
New York, New York 10036
(212) 997-8500

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:
Timothy B. Goodell, Esq.
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1155 Avenue of the Americas
New York, New York 10036
(212) 819-8200

CALCULATION OF FILING FEE

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| Transaction Valuation* | Amount of Filing Fee |
|------------------------|----------------------|
| \$ 2,891,688,585 | \$ 578,337.78 |

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* Based on the product of (i) \$45.00 per ordinary share and (ii) 64,259,753, the estimated maximum number of Triton Energy Limited ordinary shares to be received by the Offeror in the Offer.

[X] 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: \$578,337.78
Form or Registration No: 005-49539
Filing Parties: Amerada Hess Corporation and Amerada Hess (Cayman) Limited

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Date Filed: July 17, 2001

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:

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This Amendment No. 1 to Tender Offer Statement on Schedule TO ("Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 17, 2001 ("Schedule TO") by Amerada Hess (Cayman) Limited ("Purchaser"), a company limited by shares organized under the laws of the Cayman Islands and a wholly-owned subsidiary of Amerada Hess Corporation ("Amerada Hess"), a Delaware corporation, relating to the offer to purchase all unconditionally allotted or issued and fully paid ordinary shares, par value \$0.01 per share, of Triton Energy Limited ("Triton") and any further ordinary shares which are unconditionally allotted or issued and fully paid before the date and time on which the Offer (as defined below) expires (including the associated Series A junior participating preferred share purchase rights issued pursuant to the Rights Agreement, dated as of March 25, 1996, by and between Triton and Mellon Investor Services LLC, as amended) (the "Ordinary Shares"), at a price of U.S. \$45.00 per Ordinary Share, on the terms and subject to the conditions set forth in the Offer to Purchase, dated July 17, 2001 (the "Offer to Purchase"), a copy of which is attached as Exhibit (a)(1) to the Schedule TO, and in the related Letter of Transmittal, a copy of which is attached as Exhibit (a)(2) to the Schedule TO (which, as they may be amended and supplemented from time to time, together constitute the "Offer"). This Amendment No. 1 is being filed on behalf of Purchaser and Amerada Hess.

Item 2. Subject Company Information

The second sentence of the third paragraph under the caption "Cautionary Statements Concerning Projections" in Section 7--"Certain Information Concerning the Company" on page 25 of the Offer to Purchase is hereby amended to read in its entirety as follows:

"Neither Amerada Hess nor the Purchaser nor any of their respective affiliates or representatives assumes any responsibility for the reasonableness, completeness, accuracy or reliability of such Projections."

Item 4. Terms of the Transaction

The second sentence of the first paragraph of Section 2--"Acceptance for Payment and Payment for Ordinary Shares" on pages 11-12 of the Offer to Purchase is hereby amended to read in its entirety as follows:

"Subject to applicable rules of the Commission and the terms of the Acquisition Agreement, the Purchaser expressly reserves the right, in its sole discretion, to delay acceptance for payment of, or payment for, Ordinary Shares, pending receipt of any governmental regulatory approvals."

The following text is added to Section 14--"Conditions of the Offer" of the Offer to Purchase:

"Notwithstanding the fact that the Purchaser reserves the right to assert the existence of any condition set forth in this Section 14, in order to postpone its obligation to pay for Ordinary Shares following acceptance for

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payment of Ordinary Shares, the Purchaser understands that all conditions to the Offer, other than those dependent upon the receipt of necessary governmental regulatory approvals, must be satisfied or waived prior to the Expiration Date."

Item 12. Exhibits.

| Exhibit No. ----- | Description ----- |
|----------------------|----------------------|
| Exhibit (a) (1) | Offer to Purchase |