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AMERADA HESS CORP
Form SC 13D
December 26, 2001

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

SCHEDULE 13D

Amendment No. 4

Under the Securities Exchange Act of 1934

Triton Energy Limited

(Name of Issuer)

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

G90751101
(CUSIP Number)

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

with copies to:
Timothy B. Goodell, Esq.
Gregory Pryor, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, NY 10036
(212) 819-8200

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 20, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

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

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Amerada Hess Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER
None

8 SHARED VOTING POWER
*

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
*

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

*Amerada Hess Corporation may be deemed to be the beneficial owner of the Ordinary Shares reported herein through its ownership of its wholly-owned subsidiary, Amerada Hess (Cayman) Limited. Such Ordinary Shares are not included above to avoid double counting.

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

Amerada Hess (Cayman) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER None
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8	SHARED VOTING POWER 64,012,076
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9	SOLE DISPOSITIVE POWER None
---	--------------------------------

10	SHARED DISPOSITIVE POWER 64,012,076
----	--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
64,012,076

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

100.0% (1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on total outstanding Ordinary Shares of 64,012,816 as of December 20, 2001.

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This Amendment No. 4 (this "Amendment") amends and supplements the statement on Schedule 13D filed on July 19, 2001, as amended by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed July 17, 2001 with the Securities and Exchange Commission (the "Commission") on July 30, 2001, as further amended by Amendment No. 2 filed August 3, 2001 and Amendment No. 3 filed August 14, 2001, by Amerada Hess (Cayman) Limited (the "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 ordinary shares, par value \$0.01 per share (the "Ordinary Shares"), of Triton Energy Limited, a company limited by shares organized under the laws of the Cayman Islands (the "Company").

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended to add at the end thereof the following:

"The amount of funds required by the Purchaser to purchase the Ordinary Shares acquired on December 20, 2001, as described in Item 5(c) hereof, and to pay related fees and expenses, was approximately \$67.6 million. The Purchaser obtained such funds from Amerada Hess. Amerada Hess obtained such funds from general corporate funds."

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to add at the end thereof the following:

"Having consummated the Acquisitions (as defined below), the Purchaser intends to cause the Company to file a Form 15 with the Commission as soon as practicable. As a result of the filing of the Form 15, the registration of the Ordinary Shares under the Securities Exchange Act of 1934, as amended, will be terminated. Accordingly, the Company will no longer be required to file periodic reports with the Commission in connection with the Ordinary Shares."

Item 5. Interest in Securities of the Issuer.

The first sentence of Item 5(a) is hereby amended and restated in its entirety to read as follows:

"As a result of the Acquisitions, the Purchaser and Amerada Hess are the beneficial owners of 64,012,076 Ordinary Shares."

The first sentence of Item 5(b) is hereby amended and restated in its entirety to read as follows:

"The Purchaser and Amerada Hess are the beneficial owners of 64,012,076 Ordinary Shares."

Item 5(c) is hereby amended to read as follows:

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"(c) On December 20, 2001, the Purchaser acquired (i) 1,473,252 Ordinary Shares for \$45.00 per Ordinary Share in a compulsory acquisition pursuant to the procedure set out in Section 88 of the Companies Law (2001 Second Revision) of the Cayman Islands (the "Compulsory Acquisition") and (ii) 30,024 Ordinary Shares for \$45.00 per Ordinary Share pursuant to a series of private purchases (the Compulsory Acquisition and the private purchases being referred to together as the "Acquisitions")."

Item 7. Material to be Filed as Exhibits.

Exhibit No. Exhibit Name

1. Offer to Purchase, dated July 17, 2001. (1)
 2. Third Amended and Restated Credit Agreement, dated as of January 23, 2001, among Amerada Hess, the Lenders Party thereto and Goldman Sachs Credit Partners L.P. as joint book runner, joint lead arranger and sole syndication agent, Chase Securities, Inc. as joint book runner and joint lead arranger and The Chase Manhattan Bank, N.A., as administrative agent. (2)
 3. Third Amended and Restated Credit Agreement, dated as of January 23, 2001, among Amerada Hess, the Lenders Party thereto and Goldman Sachs Credit Partners L.P. as joint book runner, joint lead arranger and sole syndication agent, Chase Securities, Inc. as joint book runner and joint lead arranger and The Chase Manhattan Bank, N.A., as administrative agent. (3)
 4. Acquisition Agreement, dated as of July 9, 2001, by and among the Purchaser, Amerada Hess and the Company. (4)
 5. Amendment No. 1 to Acquisition Agreement, dated as of July 17, 2001, by and among the Purchaser, Amerada Hess and the Company. (5)
 6. Principal Shareholders Agreement dated as of July 9, 2001, by and among the Purchaser, Amerada Hess, the Company, HM4 Triton, L.P. and the Principal Shareholders. (6)
 7. Joint Filing Agreement, dated July 19, 2001, between the Purchaser and Amerada Hess. (1)
- (1) Previously filed.
- (2) Incorporated by reference to Exhibit b(1) to the Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.
- (3) Incorporated by reference to Exhibit b(2) to the Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.

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- (4) Incorporated by reference to Exhibit d(1) to the Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.
- (5) Incorporated by reference to Exhibit d(4) to the Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.
- (6) Incorporated by reference to Exhibit d(2) to the Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.

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SIGNATURES

After reasonable 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: December 21, 2001

AMERADA HESS CORPORATION

By: /s/ J. BARCLAY COLLINS II

Name: J. Barclay Collins II
Title: Executive Vice President
and General Counsel

After reasonable 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: December 21, 2001

AMERADA HESS (CAYMAN) LIMITED

By: /s/ J. BARCLAY COLLINS II

Name: J. Barclay Collins II
Title: Director

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EXHIBIT INDEX

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