

Edgar Filing: RARE MEDIUM GROUP INC - Form SC TO-T/A

RARE MEDIUM GROUP INC
Form SC TO-T/A
May 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 4

Rare Medium Group, Inc.

(Name of Subject Company (Issuer))

AP/RM Acquisition, LLC

(Name of Filing Person (Offeror))

Apollo Investment Fund IV, L.P.
Apollo Advisors IV, L.P.

(Names of Filing Persons (Affiliates of Offeror))

Common Stock, Par Value \$0.01 Per Share

(Title of Class Securities)

75382N109

(CUSIP Number of Class of Securities)

Michael D. Weiner
AP/RM Acquisition, LLC
Two Manhattanville Road
Purchase, New York 10577
(914) 694-8000

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

With a copy to:

Paul A. Belvin, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 887-4000

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee

\$ 4,200,814.50

\$ 386.47

Edgar Filing: RARE MEDIUM GROUP INC - Form SC TO-T/A

On May 13, 2002, the Purchaser issued a press release announcing the completion of the Offer. The press release is contained in Exhibit (a) (5) (vii) hereto, and the information set forth in the press release is hereby incorporated by reference.

Item 12. Exhibits

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

EXHIBIT NUMBER -----	DESCRIPTION -----
(a) (5) (vii)	Press release dated May 13, 2002.

SIGNATURES

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.

AP/RM ACQUISITION, LLC

Dated: May 13, 2002

By: Apollo Management IV, L.P.
its general partner

By: AIF IV Management, Inc.
its general partner

By: _____
Name: Andrew D. Africk
Title: Vice President

APOLLO INVESTMENT FUND IV, L.P.

Dated: May 13, 2002

By: Apollo Advisors IV, L.P.
its general partner

By: Apollo Capital Management IV, Inc.
its general partner

By: _____
Name: Andrew D. Africk
Title: Vice President

APOLLO ADVISORS IV, L.P.

Dated: May 13, 2002

By: Apollo Capital Management IV, Inc.
its general partner

Edgar Filing: RARE MEDIUM GROUP INC - Form SC TO-T/A

By: _____

Name: Andrew D. Africk

Title: Vice President

EXHIBIT INDEX

Exhibit Number

(a) (5) (vii)

Description

Press release dated May 13, 2002.