

APPLICA INC
Form SC 14D9/A
January 04, 2007

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14D-9
(RULE 14d-101)
SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 5)

Applica Incorporated

(Name of Subject Company)

Applica Incorporated

(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.10 Per Share

(Title of Class of Securities)

03815A106

(CUSIP Number of Class of Securities)

Harry D. Schulman

Chairman of the Board, President and Chief Executive Officer

Applica Incorporated

3633 Flamingo Road

Miramar, Florida 33027

(954) 883-1000

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

Copies To:

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Barbara J. Oikle, Esq.

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1221 Brickell Avenue

Miami, FL 33131

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

PURPOSE OF AMENDMENT

This Amendment No. 5 to Schedule 14D-9 supplements the information contained in the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Applica with the Securities and Exchange Commission on December 19, 2006, as amended by Amendment No. 1 to Schedule 14D-9, which was filed by Applica with the SEC on December 21, 2006, by Amendment No. 2 to Schedule 14D-9, which was filed by Applica with the SEC on December 22, 2006, by Amendment No. 3 to Schedule 14D-9, which was filed by Applica with the SEC on December 28, 2006 and by Amendment No. 4 to Schedule 14D-9, which was filed by Applica with the SEC on December 28, 2006. Except as otherwise indicated, the information set forth in the original Schedule 14D-9 and previous amendments thereto remains unchanged. Capitalized terms that appear herein but are not defined herein have the meanings ascribed to such terms in the original Schedule 14D-9.

IMPORTANT LEGAL INFORMATION

This document has been made available to shareholders of Applica. Investors are urged to read the original Schedule 14D-9, as amended by Amendment Nos. 1, 2, 3 and 4 thereto and this Amendment No. 5, as it contains important information. The original Schedule 14D-9, as amended, and other public filings made from time to time by Applica with the SEC are available without charge from the SEC's website at www.sec.gov. In addition, the documents filed with the SEC may be obtained free of charge by directing such requests to Applica Incorporated, 3633 Flamingo Road, Miramar, Florida 33027, Attention: Investor Relations (954) 883-1000.

Item 2. Identity and Background of Filing Person.

The information set forth in the press release issued by Applica on January 3, 2007 is incorporated by reference to exhibit (a)(10) hereto.

Item 3. Past Contacts, Transactions, Negotiations and Agreements.

The information set forth in the press release issued by Applica on January 3, 2007 is incorporated by reference to exhibit (a)(10) hereto.

Item 4. The Solicitation or Recommendation.

The information set forth in the press release issued by Applica on January 3, 2007 is incorporated by reference to exhibit (a)(10) hereto.

Item 9. Exhibits.

Item 9 is hereby amended and restated in its entirety as set forth below to add exhibit (a)(10) and clarify that the protections afforded by the Private Securities Litigation Reform Act of 1995 do not extend to forward-looking statements made in connection with the NACCO offer:

Exhibit No.	Document
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|--------|---|
| (a)(1) | Letter to Applica's shareholders dated December 19, 2006 (incorporated by reference to exhibit (a)(1) of Applica's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on December 19, 2006) |
| (a)(2) | Press release issued by Applica on December 19, 2006 (incorporated by reference to exhibit (a)(2) of Applica's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on December 19, 2006)* |
| (a)(3) | Applica's Definitive Proxy Statement on Schedule 14A relating to the Special Meeting of Shareholders to consider the Harbinger merger, as supplemented on December 15, 2006, December 22, 2006 and December 28, 2006 (filed with the SEC on December 4, 2006, as supplemented on December 15, 2006, December 22, 2006 and December 28, 2006, and incorporated by reference) |
| (a)(4) | Press release issued by Applica on December 21, 2006 (incorporated by reference to exhibit 99.1 of Applica's Current Report on Form 8-K filed with the SEC on December 21, 2006)* |

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- (a)(5) Letter to Applica s shareholders dated December 22, 2006 (incorporated by reference to exhibit (a)(5) of Amendment No. 2 to Applica s Solicitation/ Recommendation Statement on Schedule 14D-9/A filed with the SEC on December 22, 2006)
- (a)(6) Press release issued by Applica on December 22, 2006 (incorporated by reference to exhibit 99.1 of Applica s Current Report on Form 8-K filed with the SEC December 22, 2006)*
- (a)(7) Letter to Applica s shareholders dated December 28, 2006 (incorporated by reference to exhibit (a)(7) of Amendment No. 3 to Applica s Solicitation/ Recommendation Statement on Schedule 14D-9/A filed with the SEC on December 28, 2006)
- (a)(8) Press release issued by Applica on December 27, 2006 (incorporated by reference to exhibit 99.1 of Applica s Current Report on Form 8-K filed December 27, 2006)*
- (a)(9) Press release issued by Applica on December 28, 2006 (incorporated by reference to Applica s Schedule 14A filed with the SEC on December 28, 2006)*
- (a)(10) Press release issued by Applica on January 3, 2007*
- (e)(1) Excerpts from Applica s Definitive Proxy Statement on Schedule 14A filed March 31, 2006 relating to the Applica 2006 Annual Meeting of Shareholders (incorporated by reference to exhibit (e)(1) of Applica s Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on December 19, 2006)

- (e)(2) Excerpts from Applica s Definitive Proxy Statement on Schedule 14A filed relating to the Special Meeting of Shareholders to consider Applica s proposed merger with Harbinger Capital Partners (incorporated by reference to exhibit (e)(2) of Applica s Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on December 19, 2006)
- (e)(3) Employment Agreement dated May 1, 2004 between Applica and Harry D. Schulman (incorporated by reference to Applica s Current Report on Form 8-K filed with the SEC on October 15, 2004)
- (e)(4) First Amendment to Employment Agreement dated August 2, 1999 between Applica and Harry D. Schulman (incorporated by reference to exhibit 10.1 of Applica s Current Report on Form 8-K filed with the SEC on October 15, 2004)
- (e)(5) Employment Agreement dated July 1, 2000 between Applica and Terry Polistina (incorporated by reference to Exhibit 10.9 of Applica s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 filed with the SEC on November 14, 2000)
- (e)(6) First Amendment to Employment Agreement dated July 1, 2000 between Applica and Terry Polistina (incorporated by reference to exhibit 10.2 of Applica s Current Report on Form 8-K filed with the SEC on April 19, 2006)
- (e)(7) Employment Agreement dated September 16, 2004 between Applica and Brian Guptill (incorporated by reference to exhibit 10.4 of Applica s Annual Report on Form 10-K filed with the SEC on March 16, 2005)
- (e)(8) First Amendment to Employment Agreement dated September 16, 2004 between Applica and Brian Guptill (incorporated by reference to exhibit 10.1 to Applica s Current Report on Form 8-K filed with the SEC on April 19, 2006)
- (e)(9) Agreement and Plan of Merger by and between HB-PS Holding Company, Inc. and Applica Incorporated and joined in by NACCO Industries, Inc. dated July 23, 2006 (incorporated by reference to exhibit 2.1 of Applica s Current Report on Form 8-K filed with the SEC on July 26, 2006)
- (e)(10) Agreement and Plan of Merger, dated as of October 19, 2006 by and among APN Holding Company, Inc., APN Mergersub, Inc., and Applica Incorporated (incorporated by reference to exhibit 2.1 of Applica s Current Report on Form 8-K filed with the SEC on October 20, 2006)
- (e)(11) Amendment No. 1, dated December 14, 2006, to Agreement and Plan of Merger, dated as of October 19, 2006 by and among APN Holding Company, Inc., APN Mergersub, Inc., and Applica Incorporated (incorporated by reference to exhibit 2.1 of Applica s Current Report on Form 8-K filed with the SEC on December 15, 2006)

- (e)(12) Amendment No. 2, dated December 22, 2006, to Agreement and Plan of Merger, dated as of October 19, 2006 by and among APN Holding Company, Inc., APN Mergersub, Inc., and Applica Incorporated (incorporated by reference to exhibit 2.1 of Applica's Current Report on Form 8-K filed with the SEC on December 22, 2006)
- (e)(13) Amendment No. 3, dated December 27, 2006, to Agreement and Plan of Merger, dated as of October 19, 2006 by and among APN Holding Company, Inc., APN Mergersub, Inc., and Applica Incorporated (incorporated by reference to exhibit 2.1 of Applica's Current Report on Form 8-K filed with the SEC on December 27, 2006)
- (e)(14) Excerpts from the Third Supplement to Applica's Definitive Proxy Statement on Schedule 14A filed with the SEC on December 28, 2006 (incorporated by reference to exhibit (e)(14) of Amendment No. 3 to Applica's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on December 28, 2006)
- (e)(15) Amendment No. 4, dated January 3, 2007, to Agreement and Plan of Merger, dated as of October 19, 2006 by and among APN Holding Company, Inc., APN Mergersub, Inc., and Applica Incorporated (incorporated by reference to exhibit 2.1 of Applica's Current Report on Form 8-K filed with the SEC on January 3, 2007)

(g) Inapplicable

* This press release contains a legend that makes reference to the protections afforded by the Private Securities Litigation Reform Act of 1995. Please note that the protections afforded by the Private Securities Litigation Reform Act of 1995 do not extend to forward-looking statements made in connection with the NACCO offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 5 is true, complete and correct.

January 3, 2007

APPLICA INCORPORATED

By: /s/ Harry D. Schulman

Name: Harry D. Schulman

Title: Chairman of the Board, President and
Chief Executive Officer

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EXHIBIT INDEX

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