

INTERTAN INC  
Form SC TO-T/A  
April 28, 2004

**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. 2)**

**INTERTAN, INC.**

(Name of Subject Company (Issuer))

**WINSTON ACQUISITION CORP.**

**a wholly owned subsidiary of**

**CIRCUIT CITY STORES, INC.**

(Names of Filing Persons (Offerors))

**COMMON STOCK, PAR VALUE \$1.00 PER SHARE**

(Title of Class of Securities)

**461120 10 7**

(CUSIP Number of Class of Securities)

**W. Stephen Cannon**

**Senior Vice President, General Counsel and Secretary**

**Circuit City Stores, Inc.**

**9950 Mayland Drive**

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**Richmond, Virginia 23233**

**Telephone: (804) 527-4000**

(Name, address and telephone number of  
person authorized to receive notices  
and communications on behalf of filing persons)

With a copy to:

**D. Michael Jones**

**McGuireWoods LLP**

**One James Center**

**901 East Cary Street**

**Richmond, Virginia 23219**

**(804) 775-1000**

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$299,009,494	\$37,884.50

\* Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the Exchange Act ). The calculation of the transaction valuation assumes the purchase of 20,241,438 shares of common stock of InterTAN, Inc. issued and outstanding as of April 6, 2004, at a purchase price of \$14.00 per share. The transaction valuation also includes the offer price of \$14.00 per share, multiplied by 1,116,383, the number of shares of common stock purchasable pursuant to options outstanding as of April 6, 2004.

\*\* The amount of the filing fee, calculated in accordance with Section 14(g)(3) of the Exchange Act, equals \$126.70 per million dollars of the transaction valuation.

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: \$37,884.50

Form or Registration No.: Schedule TO (Reg. No. 005-42871)

Filing Party: Circuit City Stores, Inc. & Winston Acquisition Corp.

Dates Filed: April 13, 2004 & April 26, 2004

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:**

This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (the Statement) originally filed with the Securities and Exchange Commission on April 13, 2004 and as amended on April 26, 2004, by Winston Acquisition Corp., a Delaware corporation (Purchaser), and Circuit City Stores, Inc., a Virginia corporation (Circuit City), relating to Purchaser's offer to purchase all of the issued and outstanding shares of common stock, par value \$1.00 per share (the Shares), of InterTAN, Inc., a Delaware corporation (the Company), at a purchase price of \$14.00 per share, net to the seller in cash. The terms and conditions of the offer are described in the Offer to Purchase, dated April 13, 2004 (the Offer to Purchase), a copy of which has been filed as Exhibit (a)(1)(A) to the Statement, and the related letter of transmittal and the instructions thereto, a copy of which has been filed as Exhibit (a)(1)(B) to the Statement (which, as they may be amended or supplemented from time to time, together constitute the Offer). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Purchase or in the Statement.

**Item 11. Additional Information.**

Items (a)(2) and (a)(3) of Item 11 are hereby amended and supplemented to include the following:

On April 28, 2004, Circuit City issued a press release announcing that, with respect to the acquisition of the Company by Circuit City, (i) Circuit City received Canadian antitrust clearance and (ii) the U.S. Federal Trade Commission has determined that the transaction is not subject to premerger antitrust review under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. A copy of the press release is attached hereto as Exhibit (a)(5)(I) and is incorporated herein by reference.

**Item 12. Exhibits.**

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

(a)(5)(I) Press Release issued by Circuit City on April 28, 2004

**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.

CIRCUIT CITY STORES, INC.

By: /s/ Philip J. Dunn

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Name: Philip J. Dunn

Title: Senior Vice President, Treasurer, Corporate  
Controller and Chief Accounting Officer

WINSTON ACQUISITION CORP.

By: /s/ W. Stephen Cannon

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Name: W. Stephen Cannon

Title: President

Dated: April 28, 2004

**EXHIBIT INDEX**

**Exhibit**

**Exhibit Name**

(a)(5)(I) Press Release issued by Circuit City on April 28, 2004

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