

BERKSHIRE HATHAWAY INC  
Form SC 13D/A  
November 19, 2009

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(a)

(Amendment No. 3)

## BURLINGTON NORTHERN SANTA FE CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

12189T104

(CUSIP Number)

MARC D. HAMBURG

BERKSHIRE HATHAWAY INC.

3555 FARNAM STREET

OMAHA, NEBRASKA 68131

(402) 346-1400

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

November 18, 2009

(Date of Event Which Requires Filing of this Statement)

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If the person has previously filed a statement on Schedule 13G to report the acquisition that 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. "

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. citizen

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

0 (see Item 5)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

76,777,029 (see Item 5)

9 SOLE DISPOSITIVE POWER

PERSON

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WITH 0 (see Item 5)  
10 SHARED DISPOSITIVE POWER

76,777,029 (see Item 5)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,777,029 (see Item 5)  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..

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

22.55% (see Item 5)  
14 TYPE OF REPORTING PERSON\*

IN

\* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware corporation

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 (see Item 5)

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 76,777,029 (see Item 5)  
9 SOLE DISPOSITIVE POWER

PERSON

Edgar Filing: BERKSHIRE HATHAWAY INC - Form SC 13D/A

WITH 0 (see Item 5)  
10 SHARED DISPOSITIVE POWER

76,777,029 (see Item 5)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,777,029 (see Item 5)  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..

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

22.55% (see Item 5)  
14 TYPE OF REPORTING PERSON\*

HC, CO

\* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

OBH, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware corporation

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

76,777,029 (see Item 5)

9 SOLE DISPOSITIVE POWER

PERSON

Edgar Filing: BERKSHIRE HATHAWAY INC - Form SC 13D/A

WITH 0  
10 SHARED DISPOSITIVE POWER

76,777,029 (see Item 5)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,777,029 (see Item 5)  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..

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

22.55% (see Item 5)  
14 TYPE OF REPORTING PERSON\*

HC, CO

\* See instructions before filling out!



1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 National Indemnity Company  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 (see Item 5)  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 76,777,029 (see Item 5)  
9 SOLE DISPOSITIVE POWER

PERSON

Edgar Filing: BERKSHIRE HATHAWAY INC - Form SC 13D/A

WITH 0 (see Item 5)  
10 SHARED DISPOSITIVE POWER

76,777,029 (see Item 5)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,777,029 (see Item 5)  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.55% (see Item 5)  
14 TYPE OF REPORTING PERSON\*

IC, CO

\* See instructions before filling out!

This Amendment No. 3 to Schedule 13D is filed to amend Item 3 to include information regarding a potential additional source of funds to be used to pay part of the cash portion of the merger consideration in connection with the acquisition by Berkshire Hathaway Inc. ( Berkshire ) of the shares of Common Stock, par value \$0.01 per share (the Common Stock ), of Burlington Northern Santa Fe Corporation ( BNI ) pursuant to the Agreement and Plan of Merger, dated November 2, 2009, by and among Berkshire, R Acquisition Company, LLC ( Merger Sub ) and BNI (the Merger Agreement ).

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of this Schedule 13D is hereby amended to add the following:

The Merger Agreement provides that, upon consummation of the transaction, each share of Common Stock will at the election of the BNI shareholder be converted into the right to receive either (i) a cash payment of \$100.00 or (ii) a variable number of shares of Berkshire Class A or Class B common stock, subject to proration if the elections do not equal approximately 60 percent in cash and 40 percent in stock and to the other qualifications set forth in the Merger Agreement.

On November 18, 2009, Berkshire obtained an \$8 billion unsecured credit facility pursuant to a Credit Agreement, dated November 18, 2009, by and between Berkshire, JPMorgan Chase Bank, N.A., as Administrative Agent (the Administrative Agent ), Wells Fargo Bank, N.A., as Syndication Agent (the Syndication Agent ), and the lenders from time to time party thereto (the Credit Agreement ). Borrowings under the Credit Agreement, if any, will be made immediately prior to the closing of the transaction. Loans made pursuant to the Credit Agreement may only be used to finance the acquisition of BNI. Berkshire is under no obligation to make borrowings under the Credit Agreement.

A copy of the Merger Agreement is filed as Exhibit 1 to this Schedule 13D. The Credit Agreement is filed as Exhibit 3 to this Schedule 13D. The description of the Merger Agreement and the transactions contemplated thereby and the description of the Credit Agreement and the transactions contemplated thereby are qualified in their entirety by reference to the full text of such agreements, the form and terms of which are incorporated by reference in this Item 3.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of this Schedule 13D is hereby amended and restated in its entirety as follows:

Exhibit No.	Description of Exhibit
1	Agreement and Plan of Merger, dated November 2, 2009, by and among Berkshire, Merger Sub and BNI (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by BNI on November 3, 2009).
2	Joint Filing Agreement required by Rule 13d-1(k)(1) (incorporated by reference to Exhibit 1 to the Amendment No. 1 to Schedule 13D filed by Warren Buffett, Berkshire, OBH, Inc. and National Indemnity Company on January 22, 2009).
3	Credit Agreement, dated November 18, 2009, by and among Berkshire, JPMorgan Chase Bank, N.A., as Administrative Agent, Wells Fargo Bank, N.A., as Syndication Agent, and the lenders from time to time party thereto.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 to Statement on Schedule 13D is true, complete, and correct.

Dated: November 19, 2009

**WARREN E. BUFFETT**

/s/ WARREN E. BUFFETT

**BERKSHIRE HATHAWAY INC.**

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg

Title: Senior Vice President and Chief Financial Officer

**OBH, INC.**

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg

Title: Vice President

**NATIONAL INDEMNITY COMPANY**

By: /s/ MARK MILLARD

Name: Mark Millard

Title: Assistant Secretary

**EXHIBIT INDEX**

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