

MICHAEL BAKER CORP
Form SC 14D9/A
October 11, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

Solicitation/Recommendation Statement Under Section 14(d)(4)

of the Securities Exchange Act of 1934

(Amendment No. 4)

Michael Baker Corporation

(Name of Subject Company)

Michael Baker Corporation

(Name of Person Filing Statement)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

057149106

(CUSIP Number of Class of Securities)

H. James McKnight

Executive Vice President, Chief Legal Officer and Corporate Secretary

Airside Business Park

100 Airside Drive

Moon Township, Pennsylvania 15108

(412) 269-6300

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

Copy to:

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

This Amendment No. 4 amends and supplements Items 8 and 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the SEC) on September 9, 2013, by Michael Baker Corporation, a Pennsylvania corporation (Baker), as amended by Amendment No. 1 filed with the SEC on September 18, 2013, Amendment No. 2 filed with the SEC on October 1, 2013 and Amendment No. 3 filed with the SEC on October 8, 2013 (as amended or supplemented from time to time, the Schedule 14D-9). The Schedule 14D-9 relates to the tender offer by CDL Acquisition Co. Inc., a Pennsylvania corporation (Merger Sub) and a wholly-owned subsidiary of Integrated Mission Solutions, LLC, a Delaware limited liability company (IMS), to purchase all of the outstanding shares of Baker's common capital stock, at a price per share of \$40.50, net to the seller in cash, without interest and subject to any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 9, 2013, and the related Letter of Transmittal, as each may be amended or supplemented from time to time, and as more fully described in a Tender Offer Statement on Schedule TO filed by Merger Sub and IMS with the SEC on September 9, 2013, as amended or supplemented through the date hereof.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant items in this Amendment No. 4. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

Item 8. Additional Information

The disclosure under the subheading Expiration of the Offer in Item 8 of the Schedule 14D-9 is hereby amended and restated as follows:

The Offer expired at 12:00 midnight, New York City time, on October 7, 2013 (which was the end of the day on October 7, 2013) (the Expiration Time). Based on the final information provided by American Stock Transfer & Trust Company, LLC, the depositary for the Offer (the Depositary), 8,235,610 Shares were validly tendered in the Offer and not validly withdrawn, representing approximately 84.98% of all outstanding Shares. As a result, the minimum tender condition was satisfied. Merger Sub accepted for payment in accordance with the terms of the Offer all Shares that were validly tendered in the Offer and deposited funds with the Depositary for the payment of such Shares to the tendering Shareholders.

Pursuant to Articles of Merger filed with the Secretary of State of the Commonwealth of Pennsylvania on October 11, 2013, Merger Sub was merged with and into Baker through a short-form merger under Pennsylvania law, with Baker continuing as the surviving corporation and a wholly owned subsidiary of IMS (which, in connection with the Merger, has changed its name to Michael Baker International, LLC). By virtue of the Merger, any Shares that were not acquired in the Offer and remained outstanding immediately prior to the Effective Time (other than Shares held by IMS or any subsidiary of IMS (including Merger Sub), and Shares held by Baker as treasury shares and any Shares held by the Shareholders who perfect their statutory dissenters rights under Section 1571, et seq. of the PBCL), were converted into the right to receive an amount equal to the Offer Price, net to the selling Shareholder in cash, without interest and subject to any required withholding taxes.

On October 8, 2013, Baker and IMS issued a joint press release announcing the results and expiration of the Offer. A copy of the press release was previously filed as Exhibit (a)(5)(J) hereto. On October 11, 2013, Baker and IMS issued a joint press release announcing the consummation of the Merger. A copy of the press release is filed as Exhibit (a)(5)(K) hereto.

Item 9. Exhibits

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibits:

Exhibit No.	Exhibit Name
(a)(5)(K)*	Press Release published October 11, 2013.

* Filed herewith.

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.

MICHAEL BAKER CORPORATION

By: /s/ Michael J. Zugay

Name: Michael J. Zugay

Title Office of the Chief Executive

Executive Vice President, Chief
Financial

Officer and Chief Administrative
Officer

By: /s/ H. James McKnight

Name: H. James McKnight

Title Office of the Chief Executive

Executive Vice President, Chief Legal

Officer and Corporate Secretary

Dated October 11, 2013