

TEMPLE INLAND INC
Form SC 14D9/A
July 27, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9

SOLICITATION/RECOMMENDATION
STATEMENT UNDER SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)

TEMPLE-INLAND INC.
(Name of Subject Company)

TEMPLE-INLAND INC.
(Name of Persons Filing Statement)

Common Stock, \$1.00 par value per share
(Title of Class of Securities)

879868107
(CUSIP Number of Class of Securities)

C. Morris Davis, Esq.
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Temple-Inland Inc.
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Austin, Texas 78746
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(Name, address, and telephone number of persons authorized to receive notices and communications on behalf of the person filing statement)

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51 West 52nd Street

New York, New York 10019
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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. 3 to Schedule 14D-9 amends and supplements the Solicitation/ Recommendation Statement on Schedule 14D-9 (as amended from time to time, the “Statement”) originally filed by Temple-Inland Inc., a Delaware corporation (“Temple-Inland” or the “Company”), with the Securities and Exchange Commission on July 18, 2011, relating to the tender offer by Metal Acquisition Inc. (“IP Sub”), a Delaware corporation and wholly-owned subsidiary of International Paper Company (“IP”), to purchase all of the outstanding shares of Temple-Inland’s common stock, par value \$1.00 per share (the “Temple-Inland Common Stock”), including the associated rights to purchase shares of Series B Junior Participating Preferred Stock (“Rights,” and together with the Temple-Inland Common Stock, the “Temple-Inland Common Shares”), at a price of \$30.60 per Temple-Inland Common Share, net to the seller in cash, without interest and less any required withholding taxes. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

Item 8. Additional Information.

Item 8 of the Statement is hereby amended and supplemented by inserting the following as the last paragraph in the subsection under Item 8 entitled “Regulatory Approvals – U.S. Antitrust Clearance”:

“On July 27, 2011, the Antitrust Division of the U.S. Department of Justice issued to Temple-Inland a request for additional information and documentary material and a civil investigative demand in connection with the Offer (the “Second Request”). The Second Request extends the waiting period under the HSR Act for 10 calendar days after the date IP certifies substantial compliance with the Second Request, unless otherwise extended by a court order.”

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.

TEMPLE-INLAND INC.

Date: July 27, 2011

By: /s/ J. Bradley Johnston
Name: J. Bradley Johnston
Title: Chief Administrative Officer

