

LANDAIR CORP
Form SC TO-T/A
January 24, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

**SCHEDULE TO/A
(RULE 14d-100)**

TENDER OFFER STATEMENT UNDER
SECTION 14(d) (l) OR 13(e) (l)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5 Final Amendment)

LANDAIR CORPORATION

(Name of Subject Company (Issuer))

SCOTT M. NISWONGER (Offeror)

JOHN A. TWEED (Offeror)

LANDAIR ACQUISITION CORPORATION (Offeror)

(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

Common Stock, par value \$.01 per share

(Title of Class of Securities)

514757103

(CUSIP Number of Class of Securities)

Scott M. Niswonger

430 Airport Road

Greeneville, TN 37745

(423) 783-1300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

COPY TO:

William C. Argabrite

Hunter, Smith & Davis LLP

1212 North Eastman Road

P.O. Box 3740

Kingsport, Tennessee 37664

(423) 378-8829

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee**

\$27,650,480

\$5,500

* Estimated for purposes of calculating filing fee only. Calculated as the product of \$13.00, the per share tender offer price for all of the outstanding shares of common stock of Landair Corporation and 2,126,960, the number of outstanding shares sought in the offer.

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** The amount of the filing fee, calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the aggregate value of the cash offered by Messrs. Niswonger and Tweed and Landair Acquisition Corporation for such number of shares of Landair common stock.

x 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: \$5,500

Filing Parties:

Scott M. Niswonger
John A. Tweed
Landair Acquisition Corporation

Form or Registration No.: 005-54679

Date Filed:

December 23, 2002

o 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:

**SCHEDULE 13D
INFORMATION**

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scott M.
Niswonger

2CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP
(a) x
(b) o

3SEC USE
ONLY

4SOURCE OF
FUNDS BK, PF

5CHECK BOX IF
DISCLOSURE OR
LEGAL
PROCEEDINGS
IS REQUIRED
PURSUANT TO
ITEM 2(d) OR
2(e) o

6CITIZENSHIP
OR PLACE OF
ORGANIZATION United
States

7 SOLE
VOTING
POWER
NUMBER
OF 0 shares of
Common
Stock**SHARES**

BENEFICIALLY 8 SHARED
VOTING
POWER
OWNED
BY 7,095,953
shares of Common
Stock**EACH**

REPORTING 9 SOLE
DISPOSITIVE
POWER
PERSON 0
shares of Common

Stock**WITH**

10 SHARED
DISPOSITIVE
POWER 7,095,953
shares of Common
Stock

11AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON 7,095,953
shares of Common
Stock held
indirectly through
Landair
Acquisition
Corporation.

12CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW
(11) EXCLUDES
CERTAIN
SHARES_o

13PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (11) 96.8%
Common Stock

14TYPE OF
REPORTING
PERSON IN, HC

**SCHEDULE 13D
INFORMATION**

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John A. Tweed

2CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP

(a) x
(b) o

3SEC USE
ONLY

4SOURCE OF
FUNDS BK, PF

5CHECK BOX IF
DISCLOSURE OR
LEGAL
PROCEEDINGS
IS REQUIRED
PURSUANT TO
ITEM 2(d) OR
2(e)o

6CITIZENSHIP
OR PLACE OF
ORGANIZATION United
States

7 SOLE
VOTING
POWER
NUMBER
OF 0 shares of
Common
Stock**SHARES**

BENEFICIALLY 8 SHARED
VOTING
POWER OWNED
BY 7,095,953
shares of Common
Stock**EACH**

REPORTING 9 SOLE
DISPOSITIVE
POWER PERSON 0
shares of Common
Stock**WITH**

10 SHARED
DISPOSITIVE
POWER 7,095,953
shares of Common
Stock

11AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON 7,095,953
shares of Common
Stock held
indirectly through
Landair
Acquisition
Corporation.

12CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW
(11) EXCLUDES
CERTAIN
SHARES_o

13PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (11) 96.8%
Common Stock

14TYPE OF
REPORTING
PERSON IN

**SCHEDULE 13D
INFORMATION**

1 NAME OF REPORTING PERSON
LANDAIR ACQUISITION CORPORATION
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3SEC USE ONLY

4SOURCE OF FUNDS BK

5CHECK BOX IF DISCLOSURE OR LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) o

6CITIZENSHIP OR PLACE OF ORGANIZATION Tennessee

7 SOLE VOTING POWER
NUMBER OF 0 shares of Common Stock
SHARES

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 7,095,953 shares of Common Stock
EACH

REPORTING 9 SOLE DISPOSITIVE POWER
PERSON 0 shares of Common Stock
WITH

10 SHARED DISPOSITIVE POWER 7,095,953 shares of Common Stock

11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,095,953 shares of Common Stock held directly

12CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES_o

13PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW
(11) 96.8% Common Stock

14TYPE OF REPORTING
PERSON CO

SCHEDULE TO

This Amendment No. 5 amends and supplements the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed with the Securities and Exchange Commission on December 23, 2002 by Scott M. Niswonger, John A. Tweed and Landair Acquisition Corporation (the Purchasers), as amended and supplemented on January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003 (the Schedule TO). This schedule also amends (i) the Schedule 13D filed by Scott M. Niswonger on June 26, 2000, as amended on October 18, 2002, December 17, 2002, December 23, 2002, January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003; (ii) the Schedule 13D filed by John A. Tweed on January 5, 2001, as amended on October 18, 2002, December 17, 2002, December 23, 2002, January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003; (iii) the Schedule 13D filed by Landair Acquisition Corporation as a member of a group consisting of Purchasers on December 23, 2002, as amended on January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003. The Schedule TO relates to the offer by Purchasers to purchase all of the outstanding shares of common stock, par value \$.01 per share (the Shares), of Landair Corporation, a Tennessee corporation (the Company), at a purchase price of \$13.00 per share, net to the seller in cash (the Offer Price) upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 23, 2002 (the Offer to Purchase), as amended and supplemented by the amendment and supplement thereto dated January 13, 2003 (the Supplement) and the Letter to the Shareholders of Landair Corporation dated January 15, 2003, and in the related Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the Offer).

Unless otherwise stated below, the information set forth in the Offer to Purchase, as amended and supplemented by the Supplement (including all schedules thereto) and the Letter to the Shareholders of Landair Corporation dated January 15, 2003, is hereby expressly incorporated herein by reference in response to all items of this Schedule TO, including, without limitation, all of the information required by Schedule 13E-3 that is not included or covered by the items in Schedule TO.

ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented by adding thereto the following:

The Offer expired at 12:00 midnight, Eastern Standard Time, on Thursday, January 23, 2003. Based upon a preliminary count from the Depository, as of 12:00 midnight, on Thursday, January 23, 2003, approximately 1,923,077 Shares had been tendered pursuant to the offer and not withdrawn (including Shares tendered pursuant to a guarantee of delivery). Such tendered Shares, together with Shares owned by the Purchasers, represent approximately 97% of the Shares outstanding. The Purchasers have accepted such tendered Shares for payment pursuant to the terms of the Offer. Payment for accepted Shares is expected to be made to the Depository on or before January 28, 2003. A copy of the press release, dated Thursday, January 24, 2003, issued by Landair announcing the completion of the tender offer is attached hereto as exhibit (a)(1)(xv) and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended by adding the following exhibit thereto:

(a)(1)(xv) Text of press release issued by Landair Corporation dated January 24, 2003.

SIGNATURE PAGE

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.

/s/ Scott M. Niswonger

Scott M. Niswonger

/s/ John A. Tweed

John A. Tweed

LANDAIR ACQUISITION CORPORATION

By: /s/ John A. Tweed

Name: John A. Tweed

Title: President

Dated: January 24, 2003