

HARRODSBURG FIRST FINANCIAL BANCORP INC
Form SC TO-I/A
June 09, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO/A

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 1

HARRODSBURG FIRST FINANCIAL BANCORP, INC.

(Name of Subject Company)

HARRODSBURG FIRST FINANCIAL BANCORP, INC.

(Name of Filing Persons Offeror)

COMMON STOCK, PAR VALUE \$.10 PER SHARE

(Title of Class of Securities)

415781103

(CUSIP Number of Class of Securities)

Mr. Arthur L. Freeman

Chairman and Chief Executive Officer

104 South Chiles Street

Harrodsburg, Kentucky 40330-1620

(859) 734-5452

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications on Behalf of Bidder)

Copies to:

Felicia C. Battista, Esq.

Patton Boggs LLP

2550 M Street, N.W.

Washington, D.C. 20037

(202) 457-6000

CALCULATION OF FILING FEE

| TRANSACTION | AMOUNT OF |
|-------------------------|-----------------------|
| VALUATION*: \$4,950,000 | FILING FEE: \$400.46* |

* Previously paid.

** 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 date of its filing.
Amount Previously Paid: _____. Filing Party: _____.

Form or Registration No.: _____. Date Filed: _____.

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. 1 (Amendment No. 1) amends and supplements the Tender Offer Statement on Schedule TO, dated May 28, 2003, relating to the issuer tender offer by Harrodsburg First Financial Bancorp, Inc., a Delaware corporation, to purchase up to 300,000 shares of its common stock, par value \$0.10 per share. The Company is offering to purchase these shares at a price not greater than \$16.50 nor less than \$15.00 per share, net to the seller in cash, without interest, as specified by shareholders tendering their shares. The Company's tender offer is made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 28, 2003 and the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the tender offer and copies were attached to the Schedule TO dated May 28, 2003, as Exhibits (a)(1) and (a)(2).

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION IS HEREBY AMENDED AND SUPPLEMENTED BY THE FOLLOWING:

7(b) page 20 under the caption Section 8 Conditions of our Offer, the last paragraph on page 20 has been revised to add the following statement as the last sentence in the paragraph:

However, all conditions, other than those subject to applicable law, will be satisfied or waived on or before expiration of the offer and not when shares are accepted for payment.

ITEM 12. EXHIBITS.

- | | |
|---------|--|
| (a)(1) | Form of Offer to Purchase, dated May 28, 2003.* |
| (a)(2) | Form of Letter of Transmittal (including Certification of Taxpayer Identification Number on Form W-9).* |
| (a)(3) | Notice of Guaranteed Delivery.* |
| (a)(4) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(5) | Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees to their Clients.* |
| (a)(6) | Form of Letter to Employee Stock Ownership Plan Participants.* |
| (a)(7) | Form of Letter to Profit Sharing Plan Participants.* |
| (a)(8) | Form of Letter to Shareholders of Company, dated May 28, 2003, from Arthur L. Freeman, Chairman and Chief Executive Officer of the Company.* |
| (a)(9) | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.* |
| (a)(10) | Press Release issued by the Company, dated May 28, 2003.* |
| (b) | Not applicable. |
| (d) | Not applicable. |
| (g) | Not applicable. |
| (h) | Not applicable. |

* Previously filed.

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.

Dated: June 9, 2003

HARRODSBURG FIRST FINANCIAL
BANCORP, INC.

By: /s/ Arthur L. Freeman

Arthur L. Freeman

Chairman and Chief Executive Officer