

MERRIMAC INDUSTRIES INC

Form SC TO-T/A

January 22, 2010

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**(Amendment No. 3)**

**MERRIMAC INDUSTRIES, INC.**

*(Name of Subject Company (Issuer))*

**CRANE MERGER CO.**

*(Offeror)*

**a direct, wholly-owned subsidiary of**

**CRANE CO.**

*(Parent of Offeror)*

*(Names of Filing Persons (identifying status as offeror, issuer or other person))*

**Common Stock, \$.01 par value per share**

**Rights associated with Common Stock, if any**

*(Title of Class of Securities)*

**590262101**

*(CUSIP Number of Class of Securities)*

**Augustus I. duPont**

**Vice President, General Counsel and Secretary**

**100 First Stamford Place**

**Stamford, Connecticut 06902**

**Phone (203) 363-7300**

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

**Copy to:**

**Eric Simonson, Esq.**

**K&L Gates LLP**

**599 Lexington Avenue**

**New York, New York 10022-6030**

**(212) 536-3900**

**CALCULATION OF FILING FEE**

**Transaction Valuation (1)**

**\$51,865,761**

**Amount of Filing Fee (2)**

**\$3,699**

- (1) Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase (i) at a

purchase price  
of \$16.00 cash  
per share an  
aggregate of  
2,997,456  
outstanding  
shares of  
Common Stock  
of Merrimac  
Industries, Inc.  
( Merrimac ), as  
of December 22,  
2009, the most  
recent  
practicable date,  
as provided by  
Merrimac;  
(ii) the payment  
in cash of an  
amount equal to  
the product of  
(x) the excess, if  
any, of \$16.00  
over the  
exercise price or  
base price, as  
applicable, per  
share of  
Common Stock  
of Merrimac  
underlying each  
option to  
purchase  
Common Stock  
of Merrimac  
granted under  
any  
equity-based  
compensation  
plan of  
Merrimac that  
was outstanding  
as of  
December 22,  
2009, as  
provided by  
Merrimac,  
multiplied by  
(y) the total  
number of  
shares of

Common Stock  
subject to such  
option award;  
and (iii) the  
payment in cash  
of an amount  
equal to the  
product of (x)  
\$16.00  
multiplied by  
(y) 18,000  
unvested  
restricted shares  
of Common  
Stock  
outstanding  
under any  
equity-based  
compensation  
plan of  
Merrimac as of  
December 22,  
2009, as  
provided by  
Merrimac.

- (2) The filing fee,  
calculated in  
accordance with  
Rule 0-11(d)  
under the  
Securities  
Exchange Act  
of 1934, as  
amended, and  
Fee Rate  
Advisory #4 for  
Fiscal Year  
2010 issued by  
the Securities  
and Exchange  
Commission,  
equals \$71.30  
per million of  
the value of the  
transaction.

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: \$3,699

Filing Party: Crane Co. and Crane Merger Co.

Form or Registration No.: Schedule TO-T

Date Filed: January 5, 2010

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.

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**TABLE OF CONTENTS**

Item 11. Additional Information.

SIGNATURES

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**Table of Contents**

This Amendment No. 3 (the Amendment ) amends and supplements the Tender Offer Statement on Schedule TO (which, together with any amendments and supplements thereto, collectively constitute the Schedule TO ) originally filed with the Securities and Exchange Commission on January 5, 2010 by (i) Crane Merger Co., a Delaware corporation (the Purchaser ) and a direct, wholly-owned subsidiary of Crane Co., a Delaware corporation ( Crane ), and (ii) Crane, as previously amended. The Schedule TO relates to the offer by the Purchaser to purchase all of the outstanding shares of Common Stock, par value \$.01 per share (the Shares ), of Merrimac Industries, Inc., a Delaware corporation ( Merrimac ), together with the Rights associated with the Shares if any are outstanding, at a purchase price of \$16.00 per Share, net to the seller in cash, without interest thereon and less any applicable withholding or stock transfer taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 5, 2010 (which, together with any amendments and supplements thereto, collectively constitute the Offer to Purchase ) and in the related Letter of Transmittal, copies of which are filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Capitalized terms used and not otherwise defined in this Amendment have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase. This Amendment is being filed on behalf of the Purchaser and Crane.

**Item 11. Additional Information.**

Item 11(a)(5) of the Schedule TO is hereby amended and supplemented by adding the following paragraph:

On January 21, 2010, the plaintiff in *Hex Partners v. Carter et al.* filed in the Superior Court of the State of New Jersey, County of Essex, a proposed order to show cause and memorandum of law in support of a preliminary injunction.

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**Table of Contents**

**SIGNATURES**

After due inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

**CRANE CO.**

By: /s/ Timothy J. MacCarrick  
Name: Timothy J. MacCarrick  
Title: Vice President, Finance and Chief  
Financial Officer

**CRANE MERGER CO.**

By: /s/ Timothy J. MacCarrick  
Name: Timothy J. MacCarrick  
Title: Vice President

Date: January 22, 2010