

KRAFT FOODS INC
Form SC TO-I/A
August 04, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO/A

(Rule 14d-100)
(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Kraft Foods Inc.
(Name of Subject Company (issuer) and Filing Person (offeror))

Class A Common Stock, No Par Value
(Title of Class of Securities)

50075N 10 4
(CUSIP Number of Class of Securities)

Carol J. Ward, Esq.
Vice President and Corporate Secretary
Kraft Foods Inc.
Three Lakes Drive
Northfield, Illinois 60093
(847) 646-2000

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

Copies to:

Lisa J. Reategui, Esq.
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One South Dearborn
Chicago, IL 60603
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Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
212-474-1000

CALCULATION OF FILING FEE

Transaction Valuation
\$1,909,401,910 (1)

Amount of Filing Fee
\$75,040 (2)

- (1) Estimated solely for calculating the filing fee, based on the average of the high and low prices of shares of common stock of Ralcorp Holdings, Inc. into which shares of common stock of Cable Holdco, Inc. being offered in exchange for shares of Class A Common Stock of Kraft Foods Inc. will be converted, as reported on the New York Stock Exchange on June 20, 2008 and paid in connection with Cable Holdco, Inc.'s registration statement on Form S-4 and Form S-1 (File No. 333-150212) relating to the transactions described in this Schedule TO.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$39.30 for each \$1,000,000 of the value of the transaction.
- 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:
\$75,040

Filing Party: Cable
Holdco, Inc.

Form or Registration No.:
333-150212

Date Filed: June 25,
2008

- .. 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 transaction to which the statement relates:

- .. third party tender offer subject to Rule 14d-1.
- x 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 amends and supplements the Issuer Tender Offer Statement on Schedule TO (the “Schedule TO”) filed with the Securities and Exchange Commission (“SEC”) on June 25, 2008 by Kraft Foods Inc. (“Kraft”).

The Schedule TO relates to the offer by Kraft to exchange all shares of common stock of Cable Holdco, Inc. (“Splitco common stock”), which are owned by Kraft for shares of Class A common stock of Kraft (“Kraft common stock”), that are validly tendered and not properly withdrawn prior to the expiration of the Exchange Offer (as defined below). Immediately following consummation of the Exchange Offer, Cable Holdco, Inc. (“Splitco”) will be merged with and into a special purpose merger subsidiary of Ralcorp Holdings, Inc. (“Ralcorp”) called Ralcorp Mailman LLC (“Ralcorp Mailman”), whereby the separate corporate existence of Splitco will cease and Ralcorp Mailman will continue as the surviving entity (the “Merger”) and each share of Splitco common stock will be exchanged for the right to receive one share of common stock of Ralcorp (“Ralcorp common stock”), upon the terms and subject to the conditions set forth in the Prospectus—Offer to Exchange, dated June 25, 2008 (the “Prospectus—Offer to Exchange”) and the Letter of Transmittal and the instructions thereto, copies of which are attached hereto as Exhibits (a)(i) and (a)(ii), respectively (which, together with any amendments or supplements thereto, collectively constitute the “Exchange Offer”). In connection with the Exchange Offer, Splitco has filed under the Securities Act of 1933, as amended (the “Securities Act”), a registration statement on Form S-4 and Form S-1 (Registration No. 333-150212) (the “Registration Statement”) to register the shares of Splitco common stock offered in exchange for shares of Kraft common stock tendered in the Exchange Offer and to be distributed in any pro rata dividend to the extent that the exchange offer is not fully subscribed. Ralcorp has filed under the Securities Act a registration statement on Form S-4 (Registration No. 333-150222) to register the shares of Ralcorp common stock for which shares of Splitco common stock will be exchanged in the Merger.

Item 4. Terms of the Transaction.

Item 4(a) of the Schedule TO, which incorporates by reference the information contained in the Exchange Offer, is hereby amended and supplemented by adding the following thereto:

For each share of Kraft common stock that is validly tendered and delivered pursuant to the offer and accepted by Kraft, Kraft will deliver 0.6606 shares of Ralcorp common stock, to or at the direction of such tendering holder.

The final calculated per-share value of the Kraft common stock and the final calculated per-share value of Ralcorp common stock, which were used to determine the final exchange ratio, were \$31.9219 and \$53.6923, respectively.

On August 1, 2008, Kraft issued a press release announcing the final exchange ratio of the Exchange Offer, a copy of which is attached as Exhibit (a)(1)(ix) hereto and is incorporated herein by reference.

Item Exhibits. 12.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits thereto:

Exhibit No.	Description
(a)(1)(viii)	Press release, dated June 25, 2008 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Kraft with the Securities and Exchange Commission on June 25, 2008)

- (a)(1)(ix) Press release, dated August 1, 2008 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Kraft with the Securities and Exchange Commission on August 1, 2008)
- (a)(4)(ii) Press release, dated June 16, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on June 16, 2008)
- (a)(4)(iii) Press release, dated June 25, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on June 25, 2008)
- (a)(4)(iv) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 25, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on June 26, 2008)
- (a)(4)(v) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 26, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on June 26, 2008)
- (a)(4)(vi) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 27, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on June 27, 2008)
- (a)(4)(vii) Text of the website that is being maintained in connection with the Exchange Offer, updated on June 30, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on June 30, 2008)
- (a)(4)(viii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 1, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 1, 2008)
- (a)(4)(ix) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 2, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 2, 2008)
- (a)(4)(x) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 3, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 3, 2008)
- (a)(4)(xi) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 7, 2008 (incorporated by reference

to Kraft's Form 425 filed with the Securities and Exchange Commission on July 7, 2008)

- (a)(4)(xii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 8, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 8, 2008)
- (a)(4)(xiii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 9, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 9, 2008)
- (a)(4)(xiv) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 10, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 10, 2008)
- (a)(4)(xv) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 11, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 11, 2008)

- (a)(4)(xvi) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 14, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 14, 2008)
- (a)(4)(xvii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 15, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on July 15, 2008)
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- (a)(4)(xxxvi) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 1, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on August 1, 2008)
- (a)(4)(xxxvii) Press release, dated August 1, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on August 1, 2008)

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.

Dated August 3, 2008

KRAFT FOODS INC.

By: /s/ Carol J. Ward
Name: Carol J. Ward
Title: Vice President and
Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)	Prospectus—Offer to Exchange, dated June 25, 2008 (incorporated by reference to the Registration Statement)
(a)(1)(ii)	Form of Letter of Transmittal for Kraft common stock (incorporated by reference to Exhibit 99.1 to the Registration Statement)
(a)(1)(iii)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.2 to the Registration Statement)
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.3 to the Registration Statement)
(a)(1)(v)	Form of Notice of Guaranteed Delivery for Kraft common stock (incorporated by reference to Exhibit 99.4 to the Registration Statement)
(a)(1)(vi)	Form of Notice of Withdrawal for Kraft common stock (incorporated by reference to Exhibit 99.5 to the Registration Statement)
(a)(1)(vii)	Press release, dated June 16, 2008 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Kraft with the Securities and Exchange Commission on June 16, 2008)
(a)(1)(viii)	Press release, dated June 25, 2008 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Kraft with the Securities and Exchange Commission on June 25, 2008)
(a)(1)(ix)	Press release, dated August 1, 2008 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Kraft with the Securities and Exchange Commission on August 1, 2008)
(a)(2)	None
(a)(3)	None
(a)(4)(i)	Prospectus—Offer to Exchange, dated June 25, 2008 (incorporated by reference to the Registration Statement)
(a)(4)(ii)	Press release, dated June 16, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange

Commission on June 16, 2008)

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- (a)(4)(xxxvii) Press release, dated August 1, 2008 (incorporated by reference to Kraft's Form 425 filed with the Securities and Exchange Commission on August 1, 2008)
- (a)(5) None
- (b) None
- (d)(i) RMT Transaction Agreement by and between Kraft Foods Inc., Cable Holdco, Inc. Ralcorp Holdings, Inc. and Ralcorp Mailman LLC, dated as of November 15, 2007 (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Kraft with the Securities and Exchange Commission on November 20, 2007)
- (d)(ii) Tax Allocation Agreement among Kraft Foods Inc., Cable Holdco, Inc. and Ralcorp Holdings, Inc., dated as of November 15, 2007 (incorporated by reference to Exhibit 10.1 to the Registration Statement)
- (g) None
- (h) Opinion of Sutherland Asbill & Brennan LLP (incorporated by reference to Exhibit 8.1 to the Registration Statement)