

Cooper-Standard Holdings Inc.
Form SC TO-I/A
May 08, 2013

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. 5)

Cooper-Standard Holdings Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

21676P103

(CUSIP Number of Class of Securities)

Timothy W. Hefferon

Vice President, General Counsel and Secretary

Cooper-Standard Holdings Inc.

39550 Orchard Hill Place Drive

Novi, Michigan 48375

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(248) 596-5900

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Persons)

With a copy to:

Eric M. Swedenburg, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

CALCULATION OF FILING FEE

Transaction Valuation*
\$200,000,000.00

Amount of Filing Fee**
\$27,280.00

- * The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to 4,651,162 shares of common stock, par value \$0.001 per share, at the tender offer price of \$43.00 per share, for an aggregate purchase price of approximately \$200,000,000.
- ** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory No. 1 for fiscal year 2013, equals \$136.40 per million dollars 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: \$27,280.00
Form or Registration No.: Schedule TO-I

Filing Party: Cooper-Standard Holdings Inc.
Date Filed: April 5, 2013

.. 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.
- 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: x

This Amendment No. 5 (this Amendment No. 5) amends and supplements the Tender Offer Statement on Schedule TO initially filed pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on April 5, 2013, as amended and supplemented by Amendment No. 1 filed with the Securities and Exchange Commission on April 10, 2013, as further amended and supplemented by Amendment No. 2 filed with the Securities and Exchange Commission on April 26, 2013, as further amended and supplemented by Amendment No. 3 filed with the Securities and Exchange Commission on May 1, 2013, as further amended and supplemented by Amendment No. 4 filed with the Securities and Exchange Commission on May 3, 2013 (as amended, the Schedule TO), by Cooper-Standard Holdings Inc., a Delaware corporation (Cooper Standard or the Company), in connection with the Company's offer to purchase for cash up to 4,651,162 shares of its common stock, par value \$0.001 per share (the Common Stock) (collectively the Shares) (or a lower amount if not enough Shares are properly tendered and not properly withdrawn, subject to a minimum of 2,906,976 Shares being properly tendered and not properly withdrawn) at a price of \$43.00 per Share, net to the seller in cash, less any applicable withholding taxes and without interest (the Offer). The Company's Offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 5, 2013 (Offer to Purchase), and in the related Letter of Transmittal (Letter of Transmittal) which, as amended or supplemented from time to time, together constituted the Offer.

This Amendment No. 5 is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

The Schedule TO is amended by the information contained in this Amendment No. 5. Only those items amended are reported herein. Except as specifically provided herein, this Amendment No. 5 does not modify any of the information previously reported in the Schedule TO. All information in the Offer to Purchase and the related Letter of Transmittal is hereby expressly incorporated by reference.

ITEM 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

On May 8, 2013, the Company issued a press release announcing the final results of the Offer, which expired at 12:00 midnight, New York City time, at the end of the day on May 2, 2013. Based upon the final count by the depository for the Offer, a total of 6,008,477 Shares were properly tendered and not properly withdrawn in the Offer. Because more than 4,651,162 Shares were properly tendered and not properly withdrawn, the Offer was oversubscribed. As a result, pursuant to the terms of the Offer, Shares will be accepted on a pro rata basis, except for tenders of odd lots, which will be accepted in full. The depository has informed the Company that, after giving effect to the priority for odd lots, the final proration factor for the Offer is approximately 77.0 percent.

Based on these final results and in accordance with the terms and conditions of the Offer, the Company has accepted for purchase, on a pro rata basis, 4,651,162 Shares at a purchase price of \$43.00 per Share, for an aggregate cost of approximately \$200 million. The Company will promptly pay for the Shares accepted for purchase, and any Shares tendered and not purchased will be returned to the tendering shareholders promptly thereafter.

The number of Shares purchased by the Company represent approximately 26.1 percent of the Company's outstanding Shares as of April 30, 2013.

A copy of the press release issued by the Company is attached hereto as Exhibit (a)(5)(E) and is incorporated by reference in the Offer to Purchase and the Schedule TO.

ITEM 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

Exhibit

| Number | Description |
|---------------|---|
| (a)(5)(E) | Press Release issued by Cooper-Standard Holdings Inc. on May 8, 2013. |

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.

COOPER-STANDARD HOLDINGS INC.

By: /s/ Timothy W. Hefferon

Name: Timothy W. Hefferon

Title: Vice President, General Counsel and Secretary

Date: May 8, 2013