

Edgar Filing: DUANE READE INC - Form SC TO-I/A

DUANE READE INC
Form SC TO-I/A
February 28, 2003

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 13e-4)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

(Amendment No. 1)

DUANE READE INC.
(Name of Subject Company (Issuer))

DUANE READE INC.
(Name of Filing Person (Issuer and Offeror))

Options to purchase common stock, par value \$0.01 per share
(Title of Class of Securities)

263578106
(CUSIP Number of Class of Securities of Underlying Common Stock)

Michelle D. Bergman, Esq.
Vice President, General Counsel
Duane Reade Inc.
440 Ninth Avenue
New York, New York 10001
(212) 273-5700

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

Copy to:
Kenneth J. Laverriere, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, New York 10022-6069
(212) 848-4000

Calculation of Filing Fee

=====

| Transaction valuation* | Amount of filing fee |
|------------------------|----------------------|
| \$37,484,685 | \$7,496.94 |

=====

* Calculated solely for purposes of determining the filing fee. This amount
assumes that options to purchase 1,401,249 shares of common stock of Duane
Reade Inc. having an aggregate value of \$37,484,685 as of February 26, 2003

Edgar Filing: DUANE READE INC - Form SC TO-I/A

will be exchanged and/or cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent 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: \$7,496.94 | Filing Party: Duane Reade Inc. |
| Form or Registration No.: Schedule TO | Date Filed: February 27, 2003 |

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.

Item 12. Exhibits.

- (a) (1) Offer to Exchange, dated February 27, 2003.
- (a) (2) Email to Employees Announcing the Voluntary Stock Option Exchange Program, dated February 25, 2003 (incorporated by reference to Exhibit 99.1 on the Schedule TO-C filed by the Company on February 25, 2003).
- (a) (3) Cover Letter to the Offer to Exchange, dated February 27, 2003.
- (a) (4) Form of Acceptance Letter.
- (a) (5) Form of Withdrawal Letter.
- (a) (6) Duane Reade's Annual Report on Form 10-K for the fiscal year ended December 29, 2001, previously filed with the SEC on March 28, 2002 and incorporated herein by reference.
- (a) (7) Duane Reade's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2002, previously filed with the SEC on November 12, 2002 and incorporated herein by reference.
- (a) (8) Email to Employees, dated February 28, 2003.
- (b) None.
- (d) (1) Duane Reade Inc. 1997 Equity Participation Plan (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1) (File No. 333-41239) previously filed with the SEC on January 15, 1998.
- (d) (2) Duane Reade Inc. Holding Corp. 1992 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-1) (File No. 333-41239) previously filed with the SEC on January 15, 1998.
- (d) (3) Form of New Option Agreement pursuant to the 1997 Equity Participation Plan.
- (g) None.
- (h) None.

Edgar Filing: DUANE READE INC - Form SC TO-I/A

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.

DUANE READE INC.

/s/ Michelle D. Bergman

Michelle D. Bergman
Vice President, General Counsel

Date: February 28, 2003

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|-------------------------|---|
| (a) (1) | Offer to Exchange, dated February 27, 2003.* |
| (a) (2) | Email to Employees Announcing the Voluntary Stock Option Exchange Program, dated February 25, 2003 (incorporated by reference to Exhibit 99.1 on the Schedule TO-C filed by the Company on February 25, 2003).* |
| (a) (3) | Cover Letter to the Offer to Exchange, dated February 27, 2003.* |
| (a) (4) | Form of Acceptance Letter.* |
| (a) (5) | Form of Withdrawal Letter.* |
| (a) (6) | Duane Reade's Annual Report on Form 10-K for the fiscal year ended December 29, 2001, previously filed with the SEC on March 28, 2002 and incorporated herein by reference.* |
| (a) (7) | Duane Reade's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2002, previously filed with the SEC on November 12, 2002 and incorporated herein by reference.* |
| (a) (8) | Email to Employees, dated February 28, 2003. |
| (d) (1) | Duane Reade Inc. 1997 Equity Participation Plan (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1) (File No. 333-41239) previously filed with the SEC on January 15, 1998.* |
| (d) (2) | Duane Reade Inc. Holding Corp. 1992 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-1) (File No. 333-41239) previously filed with the SEC on January 15, 1998.* |
| (d) (3) | Form of New Option Agreement pursuant to the 1997 Equity Participation Plan.* |

* Incorporated by reference to the Schedule TO filed by Duane Reade Inc. on February 27, 2003.

