

APRIA HEALTHCARE GROUP INC
Form SC TO-I/A
September 02, 2008

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

AMENDMENT NO. 1

to

**SCHEDULE TO
(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

APRIA HEALTHCARE GROUP INC.

(Name of Subject Company (Issuer))

APRIA HEALTHCARE GROUP INC.

(Name of Filing Person (Issuer))

3 % Convertible Senior Notes Due 2033

(Title of Class of Securities)

037933AA6

037933AB4

(CUSIP Number of Class of Securities)

Robert S. Holcombe, Esq.

Executive Vice President, General Counsel and Secretary

26220 Enterprise Court

Lake Forest, California 92630

(949) 639-2000

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

with copy to:

Jeffrey A. LeSage, Esq.

Gibson, Dunn & Crutcher LLP

333 South Grand Avenue

Los Angeles, California 90025

(213) 229-7000

Calculation of Filing Fee

Transaction Valuation*

Amount of Filing Fee(1)**

\$254,218,750.00

\$9,990.80

* Calculated solely for purposes of determining the filing fee. The purchase price of the 3 % Convertible Senior Notes Due 2033 (the Securities), as described herein, is \$1,016.875 per \$1,000 principal amount of the Securities outstanding. As of August 4, 2008 there was \$250,000,000.00 in aggregate principal amount of the Securities outstanding, resulting in an aggregate maximum purchase price of \$254,218,750.

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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.

(1) 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 the date of its filing.

Amount Previously Paid: Not applicable

Filing Party: Not applicable

Form or Registration No.: Not applicable

Date Filed: Not applicable

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes 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.

INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO-I (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO-I filed by Apria Healthcare Group Inc., a Delaware corporation (the Company), on August 4, 2008 (the Schedule TO-I), and relates to the offer by the Company to purchase, at the option of the holder thereof (the Holder), all outstanding 3 % Convertible Senior Notes Due 2033 issued by the Company (the Securities), upon the terms of and subject to the conditions set forth in, the Indenture, dated as of August 20, 2003 between the Company and U.S. Bank National Association, a national banking corporation duly organized and existing under the laws of the United States of America, as trustee (the Trustee) as modified by that certain First Supplemental Indenture, dated as of December 14, 2004 (collectively, the Indenture), and the Company Repurchase Notice to Holders of 3 % Convertible Senior Notes Due 2033, dated July 24, 2008 (the Original Notice), as supplemented by that certain Supplement to Company Repurchase Notice to Holders of 3 % Convertible Senior Notes Due 2033, dated August 4, 2008 (the Supplement) and together with the Original Notice, the Company Notice), the form of Company Repurchase Election attached thereto (the Form of Election) and the related notice materials previously filed as exhibits to the Schedule TO-I (which Company Notice, Form of Election and related notice materials, as amended or supplemented from time to time, collectively constitute the Put Option). The Company Notice and related notice materials are incorporated by reference in this Amendment. This Amendment amends and supplements the Schedule TO-I as set forth below and is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

The Put Option expired at 5:00 p.m., New York City time, on August 29, 2008. The Company was advised by U.S. Bank National Association, as paying agent, that, pursuant to the terms of the Put Option, \$249,772,000 aggregate principal amount of the Securities, representing approximately 99.91% of the outstanding principal amount of the Securities, were tendered prior to the expiration of the Put Option. All of the Securities that were properly tendered and not withdrawn have been accepted for repurchase.

Items 1 through 11.

Not applicable.

Item 12. Exhibits.

- (a)(1)(A) Company Repurchase Notice to Holders of 3 % Convertible Senior Notes Due 2033, dated July 24, 2008.*
- (a)(1)(B) Supplement to Company Repurchase Notice to Holders of 3 % Convertible Senior Notes Due 2033, dated August 4, 2008.*
- (a)(1)(C) Form of Company Repurchase Election.*
- (a)(1)(D) Form of Substitute Form W-9.*
- (a)(1)(E) Press Release issued by the Company on August 4, 2008.*
- (a)(1)(F) Press Release issued by the Company on September 2, 2008.
- (b)(1) Credit Agreement, dated as of June 18, 2008, by and among the Company, Banc of America Bridge LLC, Barclays Capital and Wachovia Capital Markets, LLC, incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Securities and Exchange Commission on June 20, 2008.*
- (d)(1) Indenture dated August 20, 2003 between the Company and U.S. Bank National Association, incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 filed with the Securities and Exchange Commission on

November 14, 2003.*

- (d)(2) First Supplemental Indenture dated December 14, 2004 between the Company and U.S. Bank National Association, incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 filed with the Securities and Exchange Commission on March 16, 2005.*
 - (d)(3) Agreement and Plan of Merger, dated as of June 18, 2008, by and among the Company, Sky Acquisition LLC and Sky Merger Sub Corporation, incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Securities and Exchange Commission on June 20, 2008.*
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(g) Not applicable.

(h) Not applicable.

* Previously filed.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO-I is true, complete, and correct.

APRIA HEALTHCARE GROUP INC.

/s/ Robert S. Holcombe

Name: Robert S. Holcombe

Title: Executive Vice President, General
Counsel and Secretary

Date: September 2, 2008

Index to Exhibits

<u>Exhibit Number</u>	<u>Description</u>
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