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LORAL SPACE & COMMUNICATIONS LTD
Form SC TO-I/A
October 15, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT
UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4)

LORAL SPACE & COMMUNICATIONS LTD.
(Name of Subject Company)
LORAL SPACE & COMMUNICATIONS LTD.
(Name of Person(s) Filing Statement)

6% SERIES C CUMULATIVE REDEEMABLE PREFERRED STOCK DUE 2006
6% SERIES D CUMULATIVE REDEEMABLE PREFERRED STOCK DUE 2007
(Title of Class(es) of Securities)

#G56462149, #543885404 AND #543885305
#G56462305 AND #543885602
(CUSIP Number of Class(es) of Securities)

AVI KATZ
LORAL SPACE & COMMUNICATIONS LTD.
C/O LORAL SPACECOM CORPORATION
600 THIRD AVENUE
NEW YORK, NY 10016
(212) 697-1105

(Name, Address and Telephone Number of Person Authorized to
Receive Notice and Communications on Behalf of the Person(s) Filing Statement)

Copies to:
Yaacov M. Gross
Willkie Farr & Gallagher
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

CALCULATION OF FILING FEE

Transaction Valuation: \$47,176,121(1) Amount of Filing Fee: \$4,340(2)

(1) Estimated for the purposes of calculating the amount of the filing fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, based upon (a) 8,084,174 shares of 6% Series C Convertible Redeemable Preferred Stock outstanding as of July 31, 2002, (b)

3,391,688 shares of 6% Series D Convertible Redeemable Preferred Stock outstanding as of July 31, 2002, (c) the exchange ratio of \$1.92 in cash and 6.54 shares of Common Stock, par value \$.01 each, of Loral Space & Communications Ltd. for each share of Preferred Stock pursuant to the Exchange

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Offer, and (d) the market value per share of Common Stock, as established by the average of the high and low prices reported as of September 24, 2002 on the New York Stock Exchange.

(2) On August 27, 2002, the registrant paid \$4,220 to the Commission for the filing fee related to this transaction. On September 25, 2002, the registrant paid an additional \$120 to the Commission for the increase in the filing fee that resulted from an increase in the number of shares of Common Stock issued as consideration for the Series C and Series D Preferred Stock tendered pursuant to the Exchange Offer.

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: \$4,340

Form or Registration No.: Schedule TO

Filing Party: Loral Space & Communications Ltd.

Date Filed: September 25, 2002

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 13e3.

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. 4 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on August 27, 2002, as amended on September 11, 2002, September 25, 2002 and on October 9, 2002 (the "Schedule TO"), relating to our offer to exchange (the "Exchange Offer") \$1.92 in cash and 6.54 shares of our common stock, par value \$0.01 per share ("Common Stock"), for each outstanding share of 6% Series C Convertible Redeemable Preferred Stock due 2006 ("Series C Preferred Stock") and for each outstanding share of our 6% Series D Convertible Redeemable Preferred Stock due 2007 ("Series D Preferred Stock"). The Exchange Offer was subject to the terms and conditions described in the Exchange Offer dated August 27, 2002, as amended by Supplement No. 1 thereto, dated September 25, 2002, and the related Letter of Transmittal. Capitalized terms used herein but not defined herein shall have the

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meaning ascribed to them in the Exchange Offer.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 is hereby amended and supplemented by adding the following language:

The Exchange Offer expired at 11:59 p.m., New York City time, on October 8, 2002. On October 15 2002 we completed the Exchange Offer. 4,338,689 shares of the Series C Preferred Stock and 2,657,553 shares of the Series D Preferred Stock were validly tendered and accepted for exchange in the Exchange Offer. This represented approximately 54% of the shares of Series C Preferred Stock and 78% of the shares of Series D Preferred Stock which had been outstanding prior to the Exchange Offer. After giving effect to the Exchange Offer, there were 3,745,485 shares of Series C Preferred Stock and 734,135 shares of Series D Preferred Stock outstanding. 45,755,415 shares of Common Stock were issued and \$13,432,786.59 in cash (including \$1.95 to settle fractional share interests) were paid to the holders of the Preferred Stock who tendered into the Exchange Offer. After giving effect to this issuance, there were approximately 424 million shares of Common Stock outstanding as of October 15, 2002.

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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.

LORAL SPACE & COMMUNICATIONS LTD.

By: /s/ Richard Mastoloni

Name: Richard Mastoloni

Title: Vice President, and Treasurer

Dated: October 15, 2002

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