

CASEYS GENERAL STORES INC  
Form SC 14D9/A  
September 10, 2010

---

---

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14D-9

SOLICITATION/RECOMMENDATION  
STATEMENT UNDER SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 24

Casey's General Stores, Inc.  
(Name of Subject Company)

Casey's General Stores, Inc.  
(Name of Person Filing Statement)

Common Stock, no par value per share  
(Title of Class of Securities)

147528103  
(CUSIP Number of Class of Securities)

William J. Walljasper  
Senior Vice President and Chief Financial Officer  
Casey's General Stores, Inc.  
One Convenience Blvd.  
P.O. Box 3001  
Ankeny, Iowa 50021-8045  
Telephone: (515) 965-6100

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

Copies to:

Allen Finkelson, Esq.  
George F. Schoen, Esq.  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019  
Telephone: (212) 474-1000

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

---

---

---

This Amendment No. 24 to the Solicitation/Recommendation Statement on Schedule 14D-9 (this “Amendment”) is filed by Casey’s General Stores, Inc. (“Casey’s”), an Iowa corporation. This Amendment amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission on June 8, 2010, as amended (together with any amendments and supplements thereto, the “Schedule 14D-9”), and relates to the unsolicited offer by Alimentation Couche-Tard Inc., a corporation incorporated under the laws of the province of Québec, Canada (“Couche-Tard”), through its indirect wholly owned subsidiary, ACT Acquisition Sub, Inc., an Iowa corporation, as disclosed in the Tender Offer Statement on Schedule TO dated June 2, 2010, as amended (together with any amendments and supplements thereto, the “Schedule TO”), to purchase all outstanding shares of common stock, no par value per share, of Casey’s (“Casey’s Common Shares”), together with the associated Rights, for \$38.50 per Casey’s Common Share in cash, upon the terms and subject to the conditions set forth in Couche-Tard’s Offer to Purchase dated June 2, 2010, as amended, and the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, constitute the “Offer”).

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

#### ITEM 4. THE SOLICITATION OR RECOMMENDATION

“Item 4. The Solicitation or Recommendation - Background of the Offer and Reasons for Recommendation - Background of the Offer” of the Schedule 14D-9 is hereby amended and supplemented by adding the following after the last paragraph:

On September 8, 2010, Couche-Tard issued a press release announcing that it had reached an agreement in principal with the FTC that would permit Couche-Tard to consummate the Offer and the Second Step Merger, subject to the divestiture of certain convenience stores and service stations at 25 locations. The press release noted that the agreement is subject to a formal consent decree and approval by the commissioners of the FTC.

On September 9, 2010, Casey’s issued a press release announcing that the strategic third party that had made the Third Party Proposal on September 2, 2010 was 7-Eleven, Inc. (“7-Eleven”). In the press release, Casey’s also confirmed that the September 2, 2010 proposal was the first contact made by 7-Eleven to Casey’s regarding a potential transaction.

#### ITEM 7. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS

“Item 7. Purposes of the Transaction and Plans or Proposals - Subject Company Negotiations” of the Schedule 14D-9 is hereby amended and supplemented by adding the following to the end of the eighth paragraph:

On September 9, 2010, Casey’s announced that the strategic third party that had made the Third Party Proposal on September 2, 2010 was 7-Eleven.

#### ITEM 8. ADDITIONAL INFORMATION

“Item 8. Additional Information – Regulatory Approvals – U.S. Antitrust Approval” of the Schedule 14D-9 is hereby amended and supplemented by adding the following after the last paragraph thereto:

On September 8, 2010, Couche-Tard issued a press release announcing that it had reached an agreement in principal with the FTC that would permit Couche-Tard to consummate the Offer and the Second Step Merger, subject to the divestiture of certain convenience stores and service stations at 25 locations. The press release noted that the agreement is subject to a formal consent decree and approval by the commissioners of the FTC.

“Item 8. Additional Information – Certain Litigation – Litigation with Couche-Tard” of the Schedule 14D-9 is hereby amended and supplemented by adding the following to the end of the third paragraph:

On September 8, 2010, the court issued an order denying the Company's motion for a preliminary injunction.

“Item 8. Additional Information – Certain Litigation – Shareholder Litigation” of the Schedule 14D-9 is hereby amended and supplemented by adding the following to the end of the second paragraph:

On September 2, 2010, the plaintiffs in the consolidated action filed their opposition to Casey’s motion to dismiss the consolidated action.

“Item 8. Additional Information – Certain Litigation – Shareholder Litigation” of the Schedule 14D-9 is hereby amended and supplemented by adding the following to the end of the third paragraph:

On September 7, 2010, the plaintiff in the Carpenters Pension Trust Complaint filed a reply in support of its motion for leave to file a second amended complaint. On September 9, 2010, the court issued an order denying the plaintiff’s motion for leave to file a second amended complaint.

ITEM 9. EXHIBITS

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following thereto:

Exhibit Number	Description
(a)(38)	Press release issued by Casey's General Stores, Inc., dated September 9, 2010 (incorporated by reference to Exhibit 99.1 to the Form 8-K filed by Casey's General Stores, Inc. on September 10, 2010).

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.

CASEY'S GENERAL STORES, INC.

By: /s/ Robert J. Myers  
Name: Robert J. Myers  
Title: President and Chief Executive  
Officer

Dated: September 9, 2010



EXHIBIT INDEX

Exhibit Number	Description
(a)(38)	Press release issued by Casey's General Stores, Inc., dated September 9, 2010 (incorporated by reference to Exhibit 99.1 to the Form 8-K filed by Casey's General Stores, Inc. on September 10, 2010).