

MASSEY ENERGY CO  
Form SC TO-I/A  
December 19, 2005

As filed with the Securities and Exchange Commission on December 19, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

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**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934**

**(Amendment No. 2)**

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**MASSEY ENERGY COMPANY**

**(Name of Subject Company (Issuer))**

**MASSEY ENERGY COMPANY**

**(Name of Filing Person (Offeror))**

**2.25% Convertible Senior Notes due 2024**

**(Title of Class of Securities)**

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576203 AE 3 (144A), U5757P AB 1 (Reg. S) and 576203 AF 0 (Registered)  
(CUSIP Number of Class of Securities)

**Thomas J. Dostart, Esq.**  
**Vice President, General Counsel and Secretary**

**MASSEY ENERGY COMPANY**

**4 North 4<sup>th</sup> Street**

**Richmond, Virginia 23219**

**(804) 788-1800**

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

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**Copies to:**

**David M. Carter, Esq.**

**Hunton & Williams LLP**

**Riverfront Plaza, East Tower**

**951 East Byrd Street**

**Richmond, Virginia 23219**

**(804) 788-8200**

**Calculation of Filing Fee**

**Transaction valuation(1)**  
**\$231,350,000**

**Amount of filing fee(2)**  
**\$27,230**

- (1) Calculated solely for the purpose of determining the filing fee. Pursuant to Rule 0-11(b)(2) of the Securities Exchange Act of 1934, as amended, the transaction value was calculated based on the average of the bid and asked prices of the 2.25% Convertible Senior Notes due 2024 on the PORTAL System on November 16, 2005 of \$1,322 per \$1,000 issue price of the Convertible Notes. As of November 16, 2005, there was \$175,000,000 aggregate principal amount of Convertible Notes outstanding.
- (2) The amount of the filing fee was calculated at a rate of \$117.70 per \$1,000,000 of the transaction value. It was calculated by multiplying the transaction valuation amount by 0.00011770.

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- Check 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 number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$27,230  
Form or Registration No.: SC TO-I

Filing Party: Massey Energy Company  
Date Filed: November 23, 2005

- Check 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 this 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.

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This Amendment No. 2 amends and supplements the Issuer Tender Offer Statement on Schedule TO filed by Massey Energy Company, a Delaware corporation (the Company), on November 23, 2005, as amended and supplemented by Amendment No. 1 thereto filed by the Company on December 12, 2005 (as amended and supplemented, the Schedule TO). The Schedule TO relates to the Company's offer to exchange shares of its common stock, par value \$0.625 per share, and a cash payment for any and all of its outstanding 2.25% Convertible Senior Notes due 2024 upon the terms and subject to the conditions set forth in the Offer to Exchange, dated November 22, 2005 (the Offer to Exchange), and in the related Letter of Transmittal (the Letter of Transmittal), which, as amended or supplemented from time to time, together constitute the exchange offer, copies of which were previously filed as Exhibit (a)(1)(A) and Exhibit (a)(1)(B), respectively, to the Schedule TO. This Schedule TO is filed in satisfaction of the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended. The exchange offer is being made by the Company pursuant to an exemption from registration under Section 3(a)(9) of the Securities Act of 1933, as amended.

The information in the Offer to Exchange and the Letter of Transmittal is incorporated in this Amendment No. 2 by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Items 1, 2, 4(a)(1), 5, 6, 7, 8 and 11.**

Items 1, 2, 4(a)(1), 5, 6, 7, 8 and 11 of the Schedule TO are hereby amended and supplemented by adding the following:

On December 16, 2005, the Company reported the pricing information for the Company's tender offer for any and all of its outstanding \$220.1 million in aggregate principal amount of 6.95% Senior Notes due 2007 (the 6.95% Notes) pursuant to the Company's previously announced tender offer and consent solicitation for the 6.95% Notes. The press release issued by the Company on December 16, 2005 reporting the pricing information for the Company's tender offer for the 6.95% Notes is attached hereto as Exhibit (a)(5)(E) and incorporated herein by reference.

The first paragraph Documents Incorporated by Reference on page 50 of the Offer to Exchange is hereby amended by deleting such paragraph in its entirety and replacing it with the following:

We incorporate by reference in this Offer to Exchange our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed on March 16, 2005, our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2005, June 30, 2005 and September 30, 2005, filed on May 10, 2005, August 9, 2005 and November 9, 2005, respectively, our Current Reports on Form 8-K, which were filed with the SEC on February 7, 2005, February 24, 2005, February 25, 2005, March 15, 2005, March 18, 2005, April 1, 2005, May 26, 2005, May 31, 2005, September 26, 2005, November 17, 2005, November 23, 2005, November 30, 2005, December 9, 2005 and December 19, 2005, and our Current Report on Form 8-K/A, which was filed with the SEC on November 30, 2005.

**Item 12. Material to be Filed as Exhibits.**

Item 12 of the Schedule TO is hereby amended by adding the following:

(a)(5)(E)

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Press Release issued by the Company, dated December 16, 2005 (incorporated herein by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed on December 19, 2005).

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

**MASSEY ENERGY COMPANY**

By: /s/ Thomas J. Dostart  
Thomas J. Dostart

Vice President, General Counsel and Secretary

Dated: December 19, 2005

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(E)	Press Release issued by the Company, dated December 16, 2005 (incorporated herein by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed on December 19, 2005).