

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E4/A

Issuer tender offer statement filed pursuant to Rule 13(e)(4) [amend]

Filing Date: **1995-06-13**
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(HTML Version on secdatabase.com)

SUBJECT COMPANY

SUNAMERICA INC

CIK: **54727** | IRS No.: **860176061** | State of Incorporation: **MD** | Fiscal Year End: **0930**
Type: **SC 13E4/A** | Act: **34** | File No.: **005-13479** | Film No.: **95546700**
SIC: **6311** Life insurance

Business Address
1 SUNAMERICA CENTER
LOS ANGELES CA 90067-6022
3107726000

FILED BY

SUNAMERICA CAPITAL TRUST I

CIK: **938372** | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **SC 13E4/A**
SIC: **6311** Life insurance

Business Address
1 SUNAMERICA CENTER
LOS ANGELES CA 90067-6022
3107726000

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 4
(Dated June 13, 1995)

to

Schedule 13E-4

ISSUER TENDER OFFER STATEMENT
(Pursuant to Section 13(e)(1) of the
Securities Exchange Act of 1934)

SUNAMERICA INC.
(Name of the Issuer)

SUNAMERICA CAPITAL TRUST I
(Name of Person(s) Filing Statement)

9 1/4% PREFERRED STOCK, SERIES B
(Title of Class of Securities)

866930506
(CUSIP Number of Class of Securities)

SUSAN L. HARRIS, Esq.
Vice President and General Counsel - Corporate Affairs
SunAmerica Inc.
1 SunAmerica Center
Los Angeles, California 90067-6022
(310) 772-6000

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

Please address a copy of all communications to:

DAVID W. FERGUSON, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

GREGG A. NOEL, Esq.
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300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
(213) 687-5000

April 28, 1995

(Date Tender Offer First Published, Sent or Given to Security Holders)

Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee
----- \$144,031,250	----- \$28,807

* For purposes of calculating the filing fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, the market value of the 9 1/4% Preferred Stock, Series B (the "Series B Preferred Stock") proposed to be acquired was determined by multiplying \$26 3/16 (the average of the high and low reported prices of the Series B Preferred Stock on the New York Stock Exchange on April 25, 1995 by 5,500,000 (the number of shares of Series B Preferred Stock which SunAmerica Capital Trust I has offered to acquire).

[X] 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 statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$46,703
 Form or Registration No.: S-4 (Registration No. 33-56961-01 and 33-56961-02)
 Filing Party: SunAmerica Inc. and SunAmerica Capital Trust I.
 Date Filed: December 20, 1994

AMENDMENT NO. 4 TO
 ISSUER TENDER OFFER STATEMENT ON SCHEDULE 13E-4

This Amendment No. 4 dated June 13, 1995 supplements the Issuer Tender Offer Statement on Schedule 13E-4 filed with the Securities and Exchange Commission (the "Commission") on April 28, 1995 and amended on May 1, May 26, and June 6, 1995, by SunAmerica Capital Trust I (the "Trust") in connection with the filing under the Securities Act of 1933, as amended, of a registration statement on Form S-4 (the "Registration Statement") regarding an exchange offer (the "Offer") to holders of 9 1/4% Preferred Stock, Series B (the "Preferred Stock") of SunAmerica Inc. ("SunAmerica"). A copy of the Offering Circular/Prospectus dated April 27, 1995 (the "Offering Circular/Prospectus") contained in the Registration Statement (Registration Nos. 33-56961-01 and 33-56961-02) declared effective by the Commission on April 27, 1995 was filed as Exhibit A to the original Schedule 13E-4.

The Offer terminated at 5:00 P.M., New York City time, on Monday, June 5, 1995. 2,105,235 shares of Preferred Stock (aggregate stated value of \$52,630,875) were tendered and accepted in the Offer. In exchange therefor, the Trust issued 2,105,235 of its 9.95% Trust Originated Preferred Securities[SM] (TOPrS[SM]) (aggregate liquidation amount \$52,630,875). 3,514,765 shares of Preferred Stock (aggregate stated value of \$87,869,125) were not tendered in the Offer and remain outstanding.

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.

Dated: June 13, 1995

SUNAMERICA CAPITAL TRUST I

By: SunAmerica Inc.,
as Sponsor

By /s/ James R. Belardi

Name: James R. Belardi
Title: Senior Vice President
and Treasurer