

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13E4/A

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

Filing Date: **1994-12-27**  
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### SUBJECT COMPANY

#### PRIME INCOME TRUST

CIK: **854904** | IRS No.: **133548050** | State of Incorporation: **MA** | Fiscal Year End: **0930**  
Type: **SC 13E4/A** | Act: **34** | File No.: **005-40894** | Film No.: **94566378**

Business Address  
*TWO WORLD TRADE CENTER  
C/O DEAN WITTER  
INTERCAPITAL INC  
NEW YORK NY 10048  
2123921520*

### FILED BY

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13E-4  
ISSUER TENDER OFFER STATEMENT  
(Pursuant to Section 13(e) (1) of the  
Securities Exchange Act of 1934)  
(Amendment No. 1)

Prime Income Trust  
(Name of Issuer)

Prime Income Trust  
(Name of Person(s) Filing Statement)

Common Shares of Beneficial Interest, Par Value \$.01 Per Share  
(Title of Class of Securities)

920914-108  
(CUSIP Number of Class of Securities)

Sheldon Curtis, Esq.  
Prime Income Trust  
Two World Trade Center  
New York, NY 10048  
(212) 392-1600

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

December 27, 1994  
(Date of Amendment)

This Amendment No. 1 to the Issuer's Tender Offer Statement on Schedule 13E-4 that was electronically transmitted via EDGAR on November 17, 1994 by Prime Income Trust (the "Trust"), with respect to the tender offer to purchase up to 4,000,000 of the Trust's outstanding common shares of beneficial interest, par value \$.01 per share, amends such statement on Schedule 13E-4 to add the following supplemental information:

(a) The offer contained in the Offer to Purchase, dated November 18, 1994 (the "Offer to Purchase") and the related Letter of Transmittal (which together constituted the "Offer") expired at 4:00 P.M., New York City time on December 20, 1994.

(b) 1,083,835 common shares, or approximately 3.24% of the then outstanding common shares, were validly tendered through the expiration date and were not withdrawn and were purchased by the Trust at a price of \$10.02 per common share, the net asset value of the common shares at the time the offer expired.

(c) The Schedule 13E-4 is hereby terminated.

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.

PRIME INCOME TRUST

/s/Sheldon Curtis  
Sheldon Curtis  
Vice President and Secretary

December 27, 1994

