

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1999-03-26**
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SUBJECT COMPANY

CONTROL DEVICES INC

CIK:**928737** | IRS No.: **010490335** | State of Incorporation: **IN** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-46985** | Film No.: **99574466**
SIC: **3670** Electronic components & accessories

Mailing Address
228 NORTHEAST ROAD
STANDISH ME 04084

Business Address
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2076424535

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FILED BY

FIRST TECHNOLOGY PLC

CIK:**1080282** | Fiscal Year End: **1231**
Type: **SC 14D1/A**

Mailing Address
2 CHEAPSIDE COURT
BUCHHURST ROAD
UNITED KINGDOM X0

Business Address
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BUCHHURST ROAD
ASCOT BERKSHIRE SL5 7RF
UNITED KINGDOM X0 00000
441344622322

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(FINAL AMENDMENT)

TENDER OFFER STATEMENT PURSUANT TO SECTION
14(D) (1) OF THE SECURITIES EXCHANGE ACT OF 1934
AND
SCHEDULE 13D

STATEMENT OF BENEFICIAL OWNERSHIP
PURSUANT TO SECTION 13(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Control Devices, Inc.

(Name of Subject Company)

First Technology Acquisition Corp.; First Technology PLC

(Bidders)

Common Stock, No Par Value

(Title of Class of Securities)

21238C103

(CUSIP Number of Class of Securities)

Dr. Frederick J. Westlake
Chairman
First Technology PLC
2 Cheapside Court, Buckhurst Road
Ascot, Berkshire SL5 7RF
United Kingdom

44-1344-622-322

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

10 SHARED DISPOSITIVE POWER

8,185,422

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,185,422 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

98.3%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 21238C103

14D-1/A AND 13D

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

First Technology Acquisition Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO, BK (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) or 2 (e) / /

Indiana

7 SOLE VOTING POWER

None

8 SHARED VOTING POWER
NUMBER OF SHARESBENEFICIALLY OWNED BY
8,185,4229 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH

None

10 SHARED DISPOSITIVE POWER

8,185,422

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,185,422 Shares

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CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

98.3%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 3 is to the Tender Offer Statement on Schedule 14D-1, originally filed on February 26, 1999, as thereafter amended (as amended, the "Statement"), that relates to the offer by First Technology Acquisition Corp. ("Purchaser"), an indirect, wholly owned subsidiary of First Technology PLC ("Parent"), to purchase all outstanding common shares (the "Shares") of Control Devices, Inc. (the "Company"). Capitalized terms not defined in this Amendment have the meanings assigned to them in the Offer To Purchase.

The Statement is hereby amended and/or supplemented as provided below:

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Items 6(a) and (b) are hereby amended and supplemented by adding the following to the end thereof:

At 12:00 midnight, Eastern Time, on Thursday, March 25, 1999, the Offer expired. Based on information provided by the Depositary, Purchaser purchased approximately 8,185,422 Shares were tendered, of which 8,947 Shares were tendered pursuant to notices of guaranteed delivery. The acceptance of such tendered Shares resulted in the Purchaser beneficially owning approximately 98.3% of the outstanding Shares.

The Merger will be effected as promptly as practicable. In the Merger (subject to certain exceptions), each Share not purchased pursuant to the Offer will be converted into the right to receive the Per Share Amount paid in the Offer.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended and supplemented by adding the following to the end thereof:

On March 26, 1999, Parent issued press releases in the United States and England, copies of which are included as exhibits (a)(10) and (a)(11) hereto and incorporated herein by reference, which announced that Purchaser has accepted for payment all Shares validly tendered pursuant to the Offer.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibit:

(a)(10) Press Release issued in United States by Parent on March 26, 1999

(a)(11) Press Release issued in England by Parent on March 26, 1999

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: March 26, 1999

FIRST TECHNOLOGY ACQUISITION CORP.

By: /s/ Frederick J. Westlake

Name: Frederick J. Westlake

Title: President

FIRST TECHNOLOGY PLC

By: /s/ Frederick J. Westlake

Name: Frederick J. Westlake

Title: Chairman

EXHIBIT INDEX

EXHIBIT

NO.

DESCRIPTION

-
- | | |
|----------|---|
| (a) (10) | Press release issued in the United States by Parent on March 26, 1999 |
| (a) (11) | Press release issued in England by Parent on March 26, 1999 |

FOR IMMEDIATE RELEASE

MEDIA CONTACTS:

GRACE PROTOS (MACKENZIE PARTNERS): 212-929-5500
JEFF WOOD (CONTROL DEVICES CFO): 207-642-4535

FIRST TECHNOLOGY COMPLETES CONTROL DEVICES TENDER OFFER

BERKSHIRE, ENGLAND -- March 26, 1999 -- First Technology PLC. (LSE: FRS) today announced the successful completion of its tender offer for the common shares of Control Devices, Inc. (NASDAQ: SNSR).

Based on a preliminary count, 8,185,422 Control Devices common shares (including 8,947 shares subject to guarantees of delivery), representing 98.3% of all outstanding Control Devices common shares, were purchased by First Technology following the expiration of the offer yesterday. The depositary will promptly commence delivery of payments to tendering shareholders.

First Technology will acquire the Control Devices common shares not purchased in the tender offer through a short form cash merger to be completed as promptly as practicable. It is expected that such merger will be effective within the next week. In the merger, the remaining Control Devices common shares will be converted into the right to receive the \$16.25 per share amount paid in the tender offer.

First Technology financed the transaction through a combination of cash on hand and bank facilities, including a bridge financing facility intended to be repaid through a rights offering by First Technology Funding plc, a wholly owned subsidiary of First Technology PLC.

Control Devices, based in Standish, Maine, designs, manufactures and markets circuit breakers, electronic sensors and electronic ceramic component parts used by OEMs in the automotive, appliance and telecommunications market. The company generated fiscal 1998 annual revenues of \$80 million from its operations located in the US, France and the Dominican Republic. Control Devices' products include over 250 types of circuit breakers, including metal covered breakers (for wiring harnesses, etc.) and glass enclosed breakers (for hermetic applications inside small motors); optoelectronic sensors (solar, twilight, steering encoder and interior fog); and solid state ceramic switches. The acquisition will enable First Technology to expand its global product offering of automotive sensing and safety products, increasing critical mass in the US and Europe.

First Technology, based in Ascot, Berkshire, England, is an international group serving the global transportation industry in the supply of products and services in the fields of sensing, measurement and safety testing. First

Technology generated fiscal 1998 revenues from continuing operations of (pound)52 million (\$85 million) from its operations based in the UK, the US, France and Japan. First Technology's products include crash activated sensors for fuel cut-off and central door lock release, fuel level senders and rollover sensors. First Technology Safety Systems, Inc., a subsidiary of First Technology, designs and manufactures crash test dummies and related sensing equipment for use by the major global automotive OEM and tier one suppliers. Automotive customers of First Technology include, directly and indirectly, General Motors, Ford, Fiat, Renault, PSA, Honda, Rover, Daimler-Chrysler, Daewoo and Toyota.

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FIRST TECHNOLOGY PLC ("FIRST TECHNOLOGY")
ACQUISITION OF CONTROL DEVICES, INC. ("CONTROL DEVICES")

RESULT OF TENDER OFFER
CONVERSION OF CONVERTIBLE UNSECURED LOAN STOCK
OF FIRST TECHNOLOGY FUNDING PLC

The Board of First Technology announces that by 25 March 1999, the closing date for the Tender Offer for Control Devices announced on 23 February 1999, acceptances had been received in respect of a total of 8,185,422 Control Devices Shares. This represents 98.3% of Control Devices' outstanding share capital.

The conditions of the Tender Offer having been satisfied and First Technology Acquisition Corp. having obtained acceptances in excess of 90% of the issued share capital of Control Devices, under the terms of the Merger Agreement dated 23 February 1999 the Tender Offer has been closed and First Technology Acquisition Corp. will be merged into Control Devices under the "short form" merger procedures of the Indiana Business Corporation Law. It is expected that such merger will be completed by 30 March 1999.

Under the terms of the Deed Poll constituting the Convertible Unsecured Loan Stock of First Technology Funding plc ("CULS") the CULS will be automatically converted into New Ordinary Shares of First Technology at the rate of one New Ordinary Share in First Technology for each CUL. The Conversion will take place immediately following the Rights Issue Closing Date. Admission and dealings in the New Ordinary Shares are expected to take place on 7 April 1999 and definitive share certificates in respect of New Ordinary Shares will be despatched by 13 April 1999.

CONTACTS:

First Technology	Dr Fred Westlake, Chairman	01344 622322
	Oliver Burns, Finance Director	01344 622322
Dresdner Kleinwort Benson	Stuart Stradling, Director	0171 623 8000
Tavistock Communications	Lulu Bridges	0171 600 2288

Kleinwort Benson Securities Limited ("Dresdner Kleinwort Benson"), which is regulated by The Securities and Futures Authority Limited, is acting for First Technology and First Technology Funding plc and no one else in connection with the Acquisition and Rights Issue and will not be responsible to any other person for providing the protections afforded to customers of Dresdner Kleinwort Benson or for providing advice in relation to the contents of this announcement or any matter referred to herein. Dresdner Kleinwort Benson has approved this announcement as an investment advertisement solely for the purpose of section 57

of the Financial Services Act 1986. The definitions set out in the Listing Particulars dated 23 February 1999 have the same meaning herein.