

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E4/A

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

Filing Date: **1995-07-28**
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SUBJECT COMPANY

VAN KAMPEN MERRITT PRIME RATE INCOME TRUST

CIK: **853180** | IRS No.: **366911789** | State of Incorporation: **MA** | Fiscal Year End: **1031**
Type: **SC 13E4/A** | Act: **34** | File No.: **005-40586** | Film No.: **95556691**

Business Address
*ONE PARKVIEW PLZ
OAKBROOK TERRACE IL
60181
7086846000*

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)

VAN KAMPEN MERRITT PRIME RATE INCOME TRUST

(Name of Issuer)

VAN KAMPEN MERRITT PRIME RATE 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)

Ronald A. Nyberg, Esq.

Executive Vice President,

General Counsel and Secretary

Van Kampen American Capital, Inc.

One Parkview Plaza

Oakbrook Terrace, Illinois 60181

(708) 684-6363

(800) 421-5666

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

Copy to:

Wayne W. Whalen, Esq.

Thomas A. Hale, Esq.

Skadden, Arps, Slate, Meagher & Flom

333 West Wacker Drive

Chicago, Illinois 60606

(312) 407-0700

June 16, 1995

(Date Tender Offer First Published,

This Amendment No. 1 to the Issuer's Tender Offer Statement on Schedule 13E-4 filed with the Securities and Exchange Commission on June 16, 1995 by Van Kampen Merritt Prime Rate Income Trust (the "Trust"), with respect to the tender offer to purchase 15,523,636 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: the number of common shares of beneficial interest of the Trust validly tendered through the expiration date and not withdrawn was 3,876,290. All 3,876,290 such shares were purchased in their entirety at the price of \$10.05 per share, the net asset value at the time the offer expired. Payment for the shares was mailed on or about July 17, 1995. The Schedule 13E-4 is hereby terminated.

Item 9. Material to Be Filed as Exhibits.

The following materials are hereby filed as additional Exhibits to the Schedule 13E-4:

(a) (6) - Text of Press Release dated July 28, 1995

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.

VAN KAMPEN MERRITT
PRIME RATE INCOME TRUST

Dated: July 28, 1995

/s/ Dennis J. McDonnell
Dennis J. McDonnell
President

EXHIBIT INDEX

Exhibit	Description
(a) (1) (i)	Advertisement printed in The Wall Street Journal*
(a) (1) (ii)	Offer to Purchase (including Financial Statements)*
(a) (2)	Form of Letter of Transmittal (including Guidelines for

Certification of Tax Identification
Number)*

- (a) (3) (i) Form of Letter to Brokers, Dealers,
Commercial Banks, Trust Companies
and Other Nominees*
- (a) (3) (ii) Form of Letter to Clients of
Brokers, Dealers, Commercial Banks,
Trust Companies and Other Nominees*
- (a) (3) (iii) Form of Letter to Selling Group
Members*
- (a) (4) Form of Letter to Shareholders who
have requested Offer to Purchase*
- (a) (5) Text of Press Release Dated
June 16, 1995*
- (a) (6) Text of Press Release Dated
July 28, 1995
- (b) (1) Credit Agreement with Morgan
Guaranty Trust Company of New York*
- (b) (2) Credit Agreement with State Street
Bank and Trust Company*
- (b) (3) Credit Agreement with Bank of America Illinois
(f/k/a Continental Bank N.A.)*
- (c) (1) Investment Advisory Agreement*
- (c) (2) Administration Agreement*
- (c) (3) Offering Agreement*

* Previously filed.

EXHIBIT (a) (6)

Text of Press Release Dated July 28, 1995

FOR IMMEDIATE RELEASE

CONTACT: Ronald A. Nyberg
(708) 684-6363

VAN KAMPEN MERRITT PRIME RATE INCOME TRUST
COMPLETES CASH TENDER OFFER FOR ITS COMMON SHARES

OAKBROOK TERRACE, IL, July 28, 1995 -- Van Kampen Merritt Prime Rate Income Trust announced today the final results of its cash tender offer for approximately seven percent of its outstanding common shares of beneficial interest. The offer expired at 12:00 Midnight, Eastern Standard time, on July 14, 1995.

The Trust said that 3,876,290 common shares, or approximately 1.6 percent of the Trust's common shares outstanding as of the expiration of the tender offer, were validly tendered through the stated expiration date. All 3,876,290 of the common shares tendered were purchased in their entirety at a price of \$10.05 per common share, the net asset value at the time the offer expired. Payment for the shares purchased was mailed on or about July 17, 1995.

As indicated in the Trust's current prospectus, the Board of Trustees of the Trust currently intends, each quarter, to consider authorizing the Trust to make a tender offer for its common shares in order to attempt to provide liquidity to its investors.

The Trust commenced operations on October 5, 1989 and had total net assets of approximately \$2,476,130,585 as of July 25, 1995.

Van Kampen American Capital, Inc. (Van Kampen American Capital) is a diversified asset management company with more than two million retail investor accounts, extensive capabilities for managing institutional portfolios, and nearly \$50 billion under management or supervision. Van Kampen American Capital's more than 40 open-end and 38 closed-end funds and more than 2,700 unit investment trusts are professionally distributed by leading financial advisers nationwide. Van Kampen American Capital is owned by its management and a fund managed by the investment firm of Clayton, Dubilier & Rice, Inc.