

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1995-05-10**  
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### SUBJECT COMPANY

#### **GROW GROUP INC**

CIK: **44171** | IRS No.: **111665588** | State of Incorporation: **NY** | Fiscal Year End: **0630**  
Type: **SC 14D1/A** | Act: **34** | File No.: **005-12016** | Film No.: **95536184**  
SIC: **2851** Paints, varnishes, lacquers, enamels & allied prods

Mailing Address  
*PAN AM BLDG 49TH FL  
200 PARK AVENUE  
NEW YORK NY 10166*

Business Address  
*200 PARK AVENUE 49TH FL  
PAN AM BLDG  
NEW YORK NY 10166  
2125994400*

### FILED BY

#### **SHERWIN WILLIAMS CO**

CIK: **89800** | IRS No.: **340526850** | State of Incorporation: **OH** | Fiscal Year End: **1231**  
Type: **SC 14D1/A**  
SIC: **2851** Paints, varnishes, lacquers, enamels & allied prods

Business Address  
*101 PROSPECT AVE NW  
CLEVELAND OH 44115  
2165662200*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

(AMENDMENT NO. 2)

-----  
GROW GROUP, INC.  
(Name of Subject Issuer)

GGI ACQUISITION, INC.  
THE SHERWIN-WILLIAMS COMPANY  
(Bidders)

SHARES OF COMMON STOCK  
(Title of Class of Securities)

39382-010  
(Cusip Number of Class of Securities)

-----  
LOUIS E. STELLATO, ESQ.  
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
THE SHERWIN-WILLIAMS COMPANY  
101 PROSPECT AVENUE, N.W.  
CLEVELAND, OHIO 44115-1075  
(216) 566-2000

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

-----  
Copy to:  
JOHN A. HEALY, ESQ.  
ROGERS & WELLS  
200 PARK AVENUE  
NEW YORK, NEW YORK 10166  
(212) 878-8000

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule 14D-1 originally filed with the Commission on May 8, 1995, as amended by Amendment No. 1 filed with the Commission on May 8, 1995 (the "Schedule 14D-1"), by GGI Acquisition, Inc. (the "Purchaser"), a New York corporation and a wholly-owned subsidiary of The Sherwin-Williams Company, an Ohio corporation (the "Parent"), relating to the tender offer of the Purchaser to purchase all of

the outstanding shares of Common Stock, par value \$0.10 per share (the "Shares"), of Grow Group, Inc., a New York corporation (the "Company"), and, unless and until the Purchaser declares that the Rights Condition is satisfied, the associated Rights at a purchase price of \$19.50 per Share (and associated Right), net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 8, 1995 and in the related Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). Unless the context otherwise requires, terms not otherwise defined herein have the meanings ascribed to them in the Schedule 14D-1 and the Offer to Purchase.

ITEM 10. ADDITIONAL INFORMATION.

(e)-(f) On Wednesday, May 10, 1995, the Parent issued a press release relative to the Offer, a copy of which is filed as Exhibit (a)(11) to this Amendment No. 2 and is incorporated herein by reference in its entirety.

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ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

<TABLE>

<S>	<C>
(a)(11)	Text of press release issued by the Parent on May 10, 1995.
(z)(1)	Power of Attorney (contained on Signature Page to original Schedule 14D-1, filed with the Commission on May 8, 1995).

</TABLE>

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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: May 10, 1995

GGI ACQUISITION, INC.

By: /s/ L.E. Stellato\*

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L.E. Stellato  
Secretary

THE SHERWIN-WILLIAMS COMPANY

By: /s/ L.E. Stellato\*

-----  
L.E. Stellato  
Vice President, General Counsel  
and Secretary

\*By: /s/ Jeffrey P. Cohen

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Jeffrey P. Cohen  
Attorney-in-fact

## EXHIBIT INDEX

<TABLE>	<CAPTION>	EXHIBIT NO.	DESCRIPTION
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<S>	<C>	(a) (11)	Text of press release issued by the Parent on May 10, 1995.
		(z) (1)	Power of Attorney (contained on Signature Page to original Schedule 14D-1, filed with the Commission on May 8, 1995).

## THE SHERWIN-WILLIAMS COMPANY

Contact: Conway G. Ivy  
Vice President -- Corporate Planning and Development  
(216) 566-2140

FOR IMMEDIATE RELEASE  
May 10, 1995

Cleveland, Ohio, May 10, 1995 -- The Sherwin-Williams Company (NYSE: SHW), which Monday announced a tender offer at \$19.50 per share for all the common stock of Grow Group, Inc., reported today that on Tuesday a federal district court judge in Ohio scheduled a hearing for May 26, 1995 on Sherwin-Williams' motion for a preliminary injunction against the \$18.10 per share tender offer for Grow Group's shares being made by Imperial Chemical Industries PLC ("ICI"). As previously reported, on Monday a New York State court judge scheduled a hearing on May 25, 1995 on a motion to enjoin ICI's tender offer.