

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1994-08-25**
SEC Accession No. **0000950112-94-002275**

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SUBJECT COMPANY

AMERICAN CYANAMID CO

CIK: **4829** | IRS No.: **130430890** | State of Incorporation: **ME** | Fiscal Year End: **1231**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-17398** | Film No.: **94546075**
SIC: **2800** Chemicals & allied products

Business Address
1 CYANAMID PLAZA
WAYNE NJ 07470
2018312000

FILED BY

AMERICAN HOME PRODUCTS CORP

CIK: **5187** | IRS No.: **132526821** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 14D1/A**
SIC: **2834** Pharmaceutical preparations

Business Address
5 GIRALDA FARMS
MADISON NJ 07940
201-660-5000

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 5
TO
SCHEDULE 14D-1
TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(D) (1) OF THE SECURITIES EXCHANGE ACT OF 1934

AMERICAN CYANAMID COMPANY
(Name of Subject Company)
AC ACQUISITION CORP.
AMERICAN HOME PRODUCTS CORPORATION
(Bidder)
COMMON STOCK, \$5.00 PAR VALUE PER SHARE
(Title of Class of Securities)
025321100
(CUSIP Number of Class of Securities)
LOUIS L. HOYNES, JR.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
AMERICAN HOME PRODUCTS CORPORATION
FIVE GIRALDA FARMS
MADISON, NEW JERSEY 07940
TELEPHONE: (201) 660-5000

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

COPY TO:

CHARLES I. COGUT, ESQ.
SIMPSON THACHER & BARTLETT
425 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
TELEPHONE: (212) 455-2000

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THE EXHIBIT INDEX IS LOCATED ON PAGE

This Amendment No. 5 amends and supplements the Tender Offer Statement Schedule 14D-1 filed on August 10, 1994 (as amended, the "Schedule 14D-1") relating to the offer by AC Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly owned subsidiary of American Home Products Corporation, a Delaware corporation (the "Parent"), to purchase all of the outstanding shares of Common Stock, \$5.00 par value per share (the "Shares"), of American Cyanamid Company, a Maine corporation (the "Company"), and (unless and until the Purchaser declares that the Rights Condition as defined in the Offer to Purchase referred to below is satisfied) the associated Preferred Stock

Purchase Rights (the "Rights") issued pursuant to the Rights Agreement dated as of March 10, 1986, as amended, between the Company and Mellon Bank, N.A., as successor Rights Agent, at a purchase price of \$101.00 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 August 10, 1994, as amended and supplemented on August 23, 1994 (the "Offer to Purchase"), and in the related Letter of Transmittal. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings assigned to them in the Schedule 14D-1.

ITEM 10. ADDITIONAL INFORMATION.

Items 10(b), (c) and (e) of the Schedule 14D-1 are hereby amended and supplemented as follows:

On August 25, 1994, the Company and the Parent issued a joint press release announcing the receipt of a request by the FTC for additional information in connection with the Parent's HSR Act filing. The full text of the press release is set forth in Exhibit 11(a)(19) and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 of the Schedule 14D-1 is hereby amended and supplemented to add the following:

- 11(a)(19) Joint press release issued by the Parent and the Company on August 25, 1994.

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.

AMERICAN HOME PRODUCTS CORPORATION

By: /s/ ROBERT G. BLOUNT
.....
Name: Robert G. Blount
Title: Executive Vice President
and Chief Financial
Officer

AC ACQUISITION CORP.

By: /s/ ROBERT G. BLOUNT
.....
Name: Robert G. Blount
Title: Vice President

Date: August 25, 1994

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION	PAGE NO.
11(a)(19)	Joint press release issued by the Parent and the Company on August 25, 1994	

CONTACTS:

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American Home Products
Investor:
John R. Considine
(201) 660-6429
Media:
Louis V. Cafiero
(201) 660-5013

American Cyanamid
Charlotte D. Cuff
(201) 831-2172
Edwina G. Sanders
(201) 831-2206

AMERICAN HOME PRODUCTS AND AMERICAN CYANAMID

RECEIVE SECOND REQUEST FROM THE FEDERAL TRADE COMMISSION

MADISON AND WAYNE, NJ, AUGUST 25, 1994 -- American Home Products Corporation (NYSE: AHP) and American Cyanamid Company (NYSE: ACY) today announced that the Federal Trade Commission has requested additional information in connection with American Home Products' Hart-Scott-Rodino filing relating to the previously announced tender offer for shares of American Cyanamid common stock. The companies intend to respond to the FTC request promptly.

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