

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC TO-I/A

Issuer tender offer statement [amend]

Filing Date: **2013-03-19**  
SEC Accession No. [0001193125-13-112892](#)

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### CENTRAL EUROPEAN DISTRIBUTION CORP

CIK: [1046880](#) | IRS No.: [541865271](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC TO-I/A** | Act: **34** | File No.: [005-56061](#) | Film No.: [13699131](#)  
SIC: **5180** Beer, wine & distilled alcoholic beverages

Mailing Address  
3000 ATRIUM WAY  
SUITE 265  
MT LAUREL NJ 08054

Business Address  
3000 ATRIUM WAY  
SUITE 265  
MT LAUREL NJ 08054  
8562736970

### FILED BY

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE TO**

**(Amendment No. 3)  
(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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**CENTRAL EUROPEAN DISTRIBUTION CORP.**

**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**3% Convertible Senior Notes due 2013**

**(Title of Class of Securities)**

**153435AA0**

**(CUSIP Number of Class of Securities)**

**Brian Morrissey**

**Secretary**

**Central European Distribution Corp.**

**3000 Atrium Way, Suite 265**

**Mt. Laurel, New Jersey 08054**

**(856) 273-6980**

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

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation(1)</b>	<b>Amount Of Filing Fee(2)</b>
\$67,043,080	\$9,144.68

- (1) Estimated solely for purpose of calculating the Filing Fee pursuant to Rule 0-11 under the Securities Exchange Act of 1934. Calculated by multiplying (i) \$26.00, the average of the bid and asked price per \$100 principal amount of the 3% Convertible Senior Notes due 2013 in secondary market transactions on February 22, 2013, and (ii) the quotient of (x) \$257,858,000, the aggregate principal amount at maturity of the 3% Convertible Senior Notes due 2013 which are sought for exchange, and (y) \$100.
- (2) The amount of the filing fee was calculated by multiplying the transaction value by .00013640.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$9,144.68

Filing Party: Central European  
Distribution Corporation

Form or Registration No.: SC TO-I

Date Filed: 2/25/2013

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.  
 Issuer tender offer subject to Rule 13e-4.  
 Going-private transaction subject to Rule 13e-3.  
 Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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## EXPLANATORY NOTE

This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO originally filed by Central European Distribution Corporation, a Delaware corporation (“CEDC”) with the Securities and Exchange Commission (the “Commission”) on February 25, 2013, as amended by Amendment No. 1, filed on March 4, 2013, and Amendment No. 2, filed on March 11, 2013 (the “Schedule TO”). The Schedule TO relates to the exchange offer by CEDC (the “CEDC Exchange Offer”) to exchange 8.86 shares of new common stock of CEDC for each \$1,000 principal amount of 3% Convertible Senior Notes due 2013 validly tendered, and not validly withdrawn, at or prior to 11:59 p.m., New York time on March 22, 2013 by holders of Existing 2013 Notes.

CEDC has decided to terminate the CEDC Exchange Offer.

This amendment also adds two exhibits in accordance with Rule 13e-4(c)(1) promulgated under the Securities Exchange Act of 1934. These exhibits are two press releases issued by CEDC on March 18, 2013, copies of which are attached hereto as Exhibit (a)(1)(vi) and Exhibit (a)(1)(vii), respectively.

This Amendment No. 3 to Schedule TO is being filed pursuant to and in satisfaction of the reporting requirements of Rules 13e-4(c)(1) and (c)(3) promulgated under the Securities Exchange Act of 1934, as amended.

### Item 12. Exhibits.

Exhibit	Exhibit Name
(a)(1)(vi)*	Press Release, dated March 18, 2013.
(a)(1)(vii)*	Press Release, dated March 18, 2013.

\* Filed herewith.

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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.

CENTRAL EUROPEAN DISTRIBUTION CORP.

By: /s/ Grant Winterton

Name: Grant Winterton

Title: Chief Executive Officer

Dated: March 18, 2013

**Central European Distribution Corporation Working With Roust Trading Ltd. and Holders of Convertible Notes on Revised Restructuring Proposal, and Amends Key Dates Relating to Exchange Offers and Back-Up Plan**

**WARSAW, POLAND - March 18, 2013** - Central European Distribution Corporation (NASDAQ: CEDC) confirmed today that it has received a proposal for a financial restructuring of its 3% Convertible Notes due March 15, 2013 (the "2013 Notes"). The proposal was jointly made to CEDC by Roust Trading Ltd. ("Roust Trading"), who holds approximately \$102.6 million principal amount of the 2013 Notes, and other beneficial owners holding an aggregate of approximately \$85.7 million in outstanding principal amount of the 2013 Notes (the "2013 Steering Committee"). Roust Trading and the 2013 Steering Committee collectively hold approximately 73% of the outstanding principal amount of the 2013 Notes.

CEDC is pleased that Roust Trading and the 2013 Steering Committee have reached an agreement on a restructuring of the 2013 Notes, the terms of which were publicly disclosed by Roust Trading on March 14, 2013. While CEDC is still reviewing the proposal in detail, it is favorably inclined toward the proposal and anticipates that it will support it, subject to appropriate documentation that, if approved, will be reflected in a supplement to the offering memorandum (the "Offering Memorandum") distributed by CEDC in respect of the exchange offers launched on February 25, 2013, as amended on March 8, 2013 (the "Exchange Offers").

In addition, CEDC has determined to make certain amendments to key dates relating to the CEDC FinCo Exchange Offer, the Consent Solicitation, and the solicitation of acceptances to the Plan of Reorganization (each as defined in the Offering Memorandum) in light of the agreement reached between Roust Trading and the 2013 Steering Committee, and following further consultation with a Steering Committee (the "2016 Steering Committee") of holders of approximately 30% of the outstanding principal amount of CEDC Finance Corporation International, Inc.'s Senior Secured Notes due 2016 (the "2016 Notes") as follows:

the record date for the Consent Solicitation and the solicitation of acceptances of the Plan of Reorganization will be **March 21, 2013**;

the Consent Fee Deadline and Early Voting Deadline (each as defined in the Offering Memorandum) will be **5:00 p.m. on April 3, 2013**; and

the Voting Deadline and Expiration Time (each as defined in the Offering Memorandum) will be **5:00 p.m. on April 4, 2013**.

CEDC is making these amendments to these key dates to allow fulsome consideration of the Exchange Offers, the Consent Solicitation and the Plan. In order to receive the Existing 2016 Notes Consideration (as defined in the Offering Memorandum), holders of 2016 Notes must validly tender and not withdraw their 2016 Notes, at or prior to the Expiration Time. To receive payment of cash pursuant to the Cash Option (as defined in the Offering Memorandum), the holder of record of the applicable 2016 Notes on the Distribution Date (as defined in the Offering Memorandum) must have been the holder of record of the applicable 2016 Notes electing the Cash Option as of March 21, 2013.

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CEDC continues to believe that a successful restructuring will improve its financial strength and flexibility and enable it to focus on maximizing the value of its strong brands and market position. The restructuring is expected to have no effect on CEDC's operations in Poland, Russia, Hungary or Ukraine, all of which will continue doing business as usual. Obligations to all employees, vendors, and providers of credit support lines in Poland, Russia, Hungary and Ukraine will be honored in the ordinary course of business without interruption. CEDC believes that its subsidiaries in Poland, Russia, Hungary and Ukraine have sufficient cash and resources on hand to meet all such obligations.

#### Maturity of 3% Convertible Notes due March 15, 2013

On March 15, 2013, CEDC failed to pay \$257,858,000 principal due on the 2013 Notes. Under the terms of the 2013 Notes Indenture, the failure to pay principal when due constitutes an Event of Default (as defined in the 2013 Notes Indenture). In addition, under Section 6.2 of the Indenture governing the 2016 Notes (the "2016 Notes Indenture"), the failure to pay principal when due on the 2013 Notes constitutes an Event of Default under the 2016 Notes Indenture and, if continuing, holders of not less than 25% of the aggregate principal amount of the outstanding 2016 Notes may declare the principal plus any accrued and unpaid interest on the 2016 Notes to be immediately due and payable. CEDC currently has \$380 million and 430 million (or approximately \$559.4 million) of 2016 Notes outstanding.

CEDC intends to address the maturity of the 2013 Notes, as well as the Event of Default under the 2016 Notes Indenture, through the Exchange Offers. Alternatively, CEDC may choose to implement the restructuring pursuant to a pre-packaged chapter 11 plan of reorganization that is included with the offering materials related to the Exchange Offers. As noted above, Roust Trading and the 2013 Steering Committee, who collectively hold approximately 73% of the 2013 Notes, support a restructuring of the 2013 Notes in accordance with the terms of their restructuring proposal. Separately, the 2016 Steering Committee has stated that it supports the terms of the restructuring of the 2016 Notes as described in the Offering Memorandum.

Any chapter 11 filing would be limited solely to CEDC and CEDC Finance Corporation International, Inc. None of CEDC's Polish, Russian, Ukrainian or Hungarian operations would become the subject of any insolvency proceedings. In this scenario, CEDC anticipates that all its operations would continue without interruption in the ordinary course, including the payment of all employee, vendor, and other obligations.

#### Annual General Meeting of Shareholders

In light of CEDC's current financial condition as well as the on-going nature of CEDC's restructuring, the board of directors of CEDC has determined to delay the annual meeting of CEDC's shareholders currently scheduled for March 26, 2013, until Tuesday, May 14, 2013.

#### CEDC Annual Report

Finally, CEDC announced today that its Annual Report on Form 10-K for the year ended December 31, 2012 could not be filed with the United States Securities and Exchange Commission within the prescribed time period as the process of preparing CEDC's financial statements for the year ended December 31, 2012 has been delayed due to the focus of CEDC's resources on restructuring its financial obligations, including preparation and commencement of the Exchange Offers, negotiating with creditors and addressing open accounting issues related to CEDC's financial restructuring. CEDC expects to file its Annual Report on Form 10-K as soon as practicable.

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None of CEDC, CEDC Finance Corporation International, Inc., or the information and exchange agent makes any recommendation as to whether holders should tender their notes pursuant to the Exchange Offers. Each holder must make its own decision as to whether to tender its notes and, if so, the principal amount of the notes to be tendered.

This press release is for informational purposes only and is neither an offer to buy nor a solicitation of an offer to sell the notes or any other securities of CEDC.

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## Central European Distribution Corporation Amends Proposed Plan of Reorganization and Terminates 2013 Notes Exchange

**WARSAW, POLAND - March 18, 2013** - Central European Distribution Corporation (NASDAQ: CEDC) announced today that CEDC has terminated its offer to exchange new common stock in CEDC for its outstanding 3.00% Senior Notes due 2013 (the "2013 Notes"), launched on February 25, 2013 and amended on March 8, 2013 (the "2013 Notes Exchange Offer"). CEDC will continue to solicit votes from the holders of the 2013 Notes on an amended pre-packaged chapter 11 plan of reorganization (the "Amended Plan") that is included in a supplement (the "Supplement") to the offering memorandum distributed by CEDC in respect of the exchange offers launched on February 25, 2013, as amended on March 8, 2013 (the "Offering Memorandum").

The 2013 Notes Exchange Offer has been terminated in light of the agreement reached between Roust Trading Ltd. ("Roust Trading"), who holds approximately \$102.6 million principal amount of the 2013 Notes, and other beneficial owners holding an aggregate of approximately \$85.7 million in outstanding principal amount of the 2013 Notes (the "2013 Steering Committee"). After extensive discussion with representatives of Roust Trading and the 2013 Steering Committee and deliberation regarding CEDC's alternatives, the CEDC Board of Directors resolved unanimously today to terminate the 2013 Notes Exchange Offer and proceed with a vote on the Amended Plan in support of the 2013 Notes Proposal as described below.

Under the terms of the Roust Trading agreement with the 2013 Steering Committee, as described in Roust Trading's Form 13D/A filed with the United States Securities and Exchange Commission on March 14, 2013 (the "RTL 2013 Notes Proposal"), Roust Trading will make an offer to exchange, subject to certain conditions, 2013 Notes not held by Roust Trading - approximately \$155.3 million principal amount of the 2013 Notes - for a pro rata share of an aggregate of \$25 million in cash and an aggregate principal amount of \$30 million secured notes to be issued by Roust Trading (the "RTL Exchange Offer"). Based on this proposal, holders of 2013 Notes participating in the RTL Exchange Offer would receive an estimated recovery of 35.4% of principal amount on the 2013 Notes.

Alternatively, under the Amended Plan, holders of 2013 Notes and Roust Trading's \$20 million aggregate principal amount of unsecured notes (together with the 2013 Notes, "Unsecured Notes") will receive a pro rata share of \$16.9 million in cash. Roust Trading and the 2013 Steering Committee have announced that they collectively hold approximately 73% of the outstanding principal amount of the 2013 Notes. Based on this proposal, if the Amended Plan is approved by the requisite amount of holders of Unsecured Notes, holders of 2013 Notes that do not participate in the RTL Exchange Offer would receive an estimated recovery of 6% of principal amount on the 2013 Notes.

The Supplement and Amended Plan also reflect the proposed restructuring of the 2016 Notes. The economic terms remain unchanged from those described in the Offering Memorandum. As announced earlier today, however, a new record date, consent deadline, and voting deadline have been set with respect to both the 2013 Notes and the 2016 Notes.

CEDC's advisors will host a telephonic conference call on March 21, 2013 at 10:00 a.m. EST to further explain the solicitation and related mechanics and to respond to questions by holders of the 2013 Notes and the 2016 Notes. The U.S. telephone number for the conference call is +1 888-312-3051. The international telephone number for the conference call is +1-719-785-9449. The

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conference code is 4328703. The subject of the conference call will be strictly limited to an explanation of the tender, consent and voting requirements. No financial or other information will be shared on the call, and neither CEDC nor its representatives will take any position on the call whether holders of 2016 Notes should tender their notes pursuant to the exchange.

CEDC continues to believe that a successful restructuring will improve its financial strength and flexibility and enable it to focus on maximizing the value of its strong brands and market position. Any chapter 11 filing to implement the Amended Plan would be limited solely to CEDC and its US subsidiaries. None of CEDC's Polish, Russian, Ukrainian or Hungarian operations would become the subject of any insolvency proceedings. The restructuring is expected to have no effect on CEDC's operations in Poland, Russia, Hungary or Ukraine, all of which will continue doing business as usual. Obligations to all employees, vendors, and providers of credit support lines in Poland, Russia, Hungary and Ukraine will be honored in the ordinary course of business without interruption. CEDC believes that its subsidiaries in Poland, Russia, Hungary and Ukraine have sufficient cash and resources on hand to meet all such obligations.

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None of CEDC, CEDC Finance Corporation International, Inc., or the information and exchange agent makes any recommendation as to whether holders should tender their notes pursuant to the Exchange Offers. Each holder must make its own decision as to whether to tender its notes and, if so, the principal amount of the notes to be tendered.

This press release is for informational purposes only and is neither an offer to buy nor a solicitation of an offer to sell the notes or any other securities of CEDC.

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