

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1999-07-27**  
SEC Accession No. **0001036050-99-001523**

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### SUBJECT COMPANY

#### DURAKON INDUSTRIES INC

CIK:**748792** | IRS No.: **382492342** | State of Incorporation: **MI** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-35835** | Film No.: **99670407**  
SIC: **3714** Motor vehicle parts & accessories

Business Address  
2101 N LAPEER RD  
LAPEER MI 48446  
8106640850

#### DURAKON INDUSTRIES INC

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Type: **SC 14D1/A** | Act: **34** | File No.: **005-35835** | Film No.: **99670408**  
SIC: **3714** Motor vehicle parts & accessories

Business Address  
2101 N LAPEER RD  
LAPEER MI 48446  
8106640850

### FILED BY

#### LPIV ACQUISITION CORP

CIK:**1089336** | IRS No.: **383475004** | State of Incorporation: **MI** | Fiscal Year End: **1231**  
Type: **SC 14D1/A**

Mailing Address  
C/O LITTLEJOHN PARTNERS  
IV LP  
115 EAST PUTNAM AVENUE  
GREENWICH CT 06830

Business Address  
C/O LITTLEJOHN PARTNERS  
IV LP  
115 EAST PUTNAM AVENUE  
GREENWICH CT 06830  
2038614005

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2038614005

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-----  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
Amendment No. 2  
  
(Final Amendment)

To  
SCHEDULE 14D-1  
Tender Offer Statement Pursuant to Section 14(d) (1)  
of the Securities Exchange Act of 1934  
and

Amendment No. 2  
  
(Final Amendment)

To  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934

-----  
DURAKON INDUSTRIES, INC.  
(Name of Subject Company)

-----  
LITTLEJOHN ASSOCIATES, LLC  
LITTLEJOHN PARTNERS IV, L.P.  
LPIV ACQUISITION CORP.  
LPIV, LLC  
(Bidders)

-----  
Common Stock, Without Par Value  
(Title of Class of Securities)  
  
266334 10 1  
(CUSIP Number of Class of Securities)

Mr. Angus C. Littlejohn, Jr.  
Mr. Michael I. Klein

Littlejohn Partners IV, L.P.  
115 East Putnam Avenue  
Greenwich, Connecticut 06830  
(203) 861-4005

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

copies to:  
James D. Epstein, Esq.  
Pepper Hamilton LLP  
3000 Two Logan Square  
Eighteenth and Arch Streets  
Philadelphia, Pennsylvania 19103  
(215) 981-4000

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June 17, 1999  
(Date of Event Which Requires Filing Statement on Schedule 13D)

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1. NAMES OF REPORTING PERSONS

Littlejohn Associates, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

06-1511492

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)  
[ ]  
(b)  
[X]

-----

3. SEC USE ONLY

-----

4. SOURCES OF FUNDS

00 - Member Contributions

-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2 (e) OR 2 (f)

[ ]

-----  
6. CITIZEN OR PLACE OF ORGANIZATION

Delaware

-----  
7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,995,120 Shares (including 34,922 Shares tendered subject to guarantees  
of delivery). (Common Stock)

-----  
8. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

[ ]

-----  
9. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

98%

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10. TYPE OF REPORTING PERSON

CO

2

1. NAMES OF REPORTING PERSONS

Littlejohn Partners IV, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

52-2177030

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)

[ ]

(b)

[X]

-----  
3. SEC USE ONLY

-----  
4. SOURCES OF FUNDS

OO--Partnership Contribution

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f)

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6. CITIZEN OR PLACE OF ORGANIZATION

Delaware

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7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,995,120 Shares (including 34,922 Shares tendered subject to guarantees  
of delivery). (Common Stock)

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8. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

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9. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

98%

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10. TYPE OF REPORTING PERSON

HC and PN

3

1. NAMES OF REPORTING PERSONS

LPIV Acquisition Corp.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

38-3475004

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)

(b)

-----  
3. SEC USE ONLY

-----  
4. SOURCES OF FUNDS

AF

-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f)

[\_]

---

6.CITIZEN OR PLACE OF ORGANIZATION

Michigan

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7.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,995,120 Shares (including 34,922 Shares tendered subject to guarantees of delivery). (Common Stock)

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8.CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

[\_]

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9.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

98%

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10.TYPE OF REPORTING PERSON

CO

4

1.NAMES OF REPORTING PERSONS

LPIV, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

52-2176785

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2.CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)

[\_]

(b)

[X]

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3.SEC USE ONLY

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4.SOURCES OF FUNDS

BK

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (e) OR 2 (f)

[\_]

-----  
6.CITIZEN OR PLACE OF ORGANIZATION

Delaware

-----  
7.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,995,120 Shares (including 34,922 Shares tendered subject to guarantees of delivery). (Common Stock)

-----  
8.CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

[ ]

-----  
9.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

98%

-----  
10.TYPE OF REPORTING PERSON

CO  
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5

This Amendment No. 2 amends and supplements the combined Schedule 14D-1 Tender Offer Statement and Schedule 13D originally filed with the Securities and Exchange Commission on June 28, 1999, as amended by Amendment No. 1, dated July 8, 1999 (collectively, as amended, the "Statement"), by Littlejohn Partners IV, L.P., a Delaware limited partnership (the "Parent"), Parent's wholly owned subsidiary, LPIV Acquisition Corp., a Michigan corporation (the "Purchaser"), and Purchaser's wholly owned subsidiary, LPIV, LLC, a Delaware limited liability company ("LPIV"), in connection with the offer to purchase all issued and outstanding shares of common stock, without par value (the "Shares"), of Durakon Industries, Inc., a Michigan corporation (the "Company"), at \$16.00 per Share (the "Offer Price"), net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase and the Statement.

Item 6. Interest in Securities of the Subject Company.

Item 6 of the Statement is hereby amended and supplemented by adding the following language thereto:

The Offer expired at midnight, New York City time, on Friday, July 23, 1999.

The Purchaser accepted for payment all Shares validly tendered pursuant to the Offer. The Purchaser has been informed by the Depository that 5,995,120 Shares, representing approximately 98% of the issued and outstanding Shares, were tendered pursuant to the Offer (including 34,922 Shares subject to guarantees of delivery).

On July 26, 1999, subject to the terms of the Offer, the Purchaser accepted for payment all of the Shares validly tendered and not withdrawn prior to the expiration of the Offer. Following completion of the Offer, there remain approximately 130,000 Shares outstanding. Any Shares not tendered pursuant to the Offer were converted into the right to receive \$16.00 per Share in cash upon the filing of a Certificate of Merger with the State of Michigan in connection with the merger of the Purchaser with and into the Company (the "Merger"). Payment for the Shares will be made by the Depository. A copy of the press release issued by Parent on July 26, 1999, announcing the expiration of the Offer and completion of the Merger is attached hereto as Exhibit (a)(9) and is incorporated herein by reference.

Item 10. Additional Information.

Item 10 of the Statement is hereby amended and supplemented by adding the following language thereto:

On July 26, 1999, Parent issued a press release, a copy of which is attached hereto as Exhibit (a)(9) and is incorporated herein by reference.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented by adding by adding the following:

(a)(9) Text of Press Release dated July 26, 1999, issued by Parent.

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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: July 26, 1999

LITTLEJOHN PARTNERS IV, L.P.  
By: Littlejohn Associates, LLC, its  
general partner

By: /s/ Michael I. Klein

-----  
Name: Michael I. Klein  
Title: Manager



LPIV ACQUISITION CORP.

By: /s/ Michael I. Klein

-----  
Name: Michael I. Klein  
Title: President

LPIV, LLC

By: /s/ Michael I. Klein

-----  
Name: Michael I. Klein  
Title: Manager

LITTLEJOHN ASSOCIATES, LLC

By: /s/ Michael I. Klein

-----  
Name: Michael I. Klein  
Title: Manager

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EXHIBIT INDEX

<TABLE>

<CAPTION>

Exhibit Number	Exhibit Name
<C>	<S>
(a) (1)	Offer to Purchase dated June 25, 1999.
(a) (2)	Letter of Transmittal.
(a) (3)	Notice of Guaranteed Delivery.
(a) (4)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a) (5)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a) (6)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

(a) (7) Form of Summary Advertisement dated June 25, 1999.

(a) (8) Text of Press Release dated June 18, 1999 issued by the Company.

(a) (9) Text of Press Release dated July 26, 1999 issued by Parent.\*

(b) (1) Commitment Letter, dated June 14, 1999, from BankBoston, N.A. and BancBoston Robertson Stephens Inc. to LPIV Acquisition Corp.

(c) (1) Agreement and Plan of Merger dated as of June 17, 1999 among the Parent, the Purchaser and the Company.

(c) (2) Confidentiality Agreement, dated February 5, 1999, between Littlejohn & Co., LLC, an affiliate of the Parent, and the Company, and countersigned by Littlejohn & Co., LLC on February 8, 1999.

(c) (3) Stock Tender and Voting Agreement with David Aronow

(c) (4) Stock Tender and Voting Agreement with Phillip Wm. Fisher

(c) (5) Stock Tender and Voting Agreement with Richard J. Jacob

(c) (6) Stock Tender and Voting Agreement with Robert M. Teeter

(c) (7) Stock Tender and Voting Agreement with David W. Wright

(c) (8) Stock Tender and Voting Agreement with Max M. Fisher Revocable Trust, u/a/d August 13, 1988

(c) (9) Stock Tender and Voting Agreement with Martinique Charitable Remainder Unitrust

(c) (10) Stock Tender and Voting Agreement with Wolverine Investors

(c) (11) Stock Tender and Voting Agreement with 1990 Bronx Trust #1

(c) (12) Stock Tender and Voting Agreement with 1990 Des Moines Trust #1

(d) None.

(e) Not applicable.

(f) None.

</TABLE>

\* Filed with this Amendment No. 2.

All Other Exhibits Previously Filed

LPIV ACQUISITION CORP. COMPLETES TENDER OFFER  
FOR ALL OUTSTANDING SHARES OF DURAKON INDUSTRIES, INC.

Lapeer, Michigan (July 26, 1999) - - Durakon Industries, Inc. (Nasdaq: "DRKN") and LPIV Acquisition Corp., a wholly owned subsidiary of Littlejohn Partners IV, L.P., announced today that LPIV Acquisition Corp. has completed its tender offer for all of the issued and outstanding shares of common stock of Durakon Industries, Inc. for \$16.00, net to the seller in cash. The tender offer expired at 12:00 Midnight, New York City time, on Friday, July 23, 1999, and LPIV Acquisition Corp. will accept for payment and promptly pay for all shares properly tendered and not withdrawn pursuant to the offer.

Based on a preliminary count by the depository for the offer, approximately 5,995,120 shares were tendered, representing approximately 98% of the outstanding Durakon Industries, Inc. shares (including approximately 34,922 shares subject to guarantees of delivery).

In accordance with the short-form merger provisions of the Michigan Business Corporation Act, LPIV Acquisition Corp. intends to promptly merge with and into Durakon Industries, Inc., which will be the surviving corporation and become a wholly owned subsidiary of Littlejohn Partners IV, L.P. As a result of the merger, the remaining outstanding shares will be converted into the right to receive \$16.00 in cash, without interest.

Littlejohn & Co. LLC is a private investment fund located in Greenwich, Connecticut. Durakon Industries Inc. is the world's leading producer and marketer of pickup truck bedliners, and is a leader in the production and marketing of rollback car carriers and wheel-lift towing vehicles. Durakon's world headquarters and a major manufacturing facility are in Lapeer, Michigan. Other manufacturing plants are in Greencastle, Pennsylvania; Clinton, Tennessee; and Lerma, Mexico. Prior to the merger, Durakon's common stock was traded on the Nasdaq Stock Market under the ticker symbol DRKN.

For more information contact: Jim Smith, Corporate Controller of Durakon Industries, Inc., 810-664-0850. At Littlejohn, contact Michael I. Klein, 203-861-4005.