

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E4/A

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

Filing Date: **1999-03-26**
SEC Accession No. **0000854904-99-000003**

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SUBJECT COMPANY

MORGAN STANLEY DEAN WITTER PRIME INCOME TRUST

CIK: **854904** | IRS No.: **133548050** | State of Incorporation: **MA** | Fiscal Year End: **0930**
Type: **SC 13E4/A** | Act: **34** | File No.: **005-40894** | Film No.: **99573569**

Business Address
*TWO WORLD TRADE CENTER
C/O DEAN WITTER
INTERCAPITAL INC
NEW YORK NY 10048
2123921520*

FILED BY

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As filed with the Securities and Exchange Commission on
March 26, 1999
Securities Act File No. 005-40894

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)

Morgan Stanley Dean Witter Prime Income Trust
(Name of Issuer)

Morgan Stanley Dean Witter Prime 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)

Barry Fink, Esq.
Morgan Stanley Dean Witter Prime Income Trust
Two World Trade Center
New York, NY 10048
(212) 392-1600

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

March 26, 1999
(Date of Amendment)

Page 1 of 3 Pages

This Amendment No. 1 to the Issuer's Tender Offer Statement on Schedule 13E-4 that was electronically transmitted via EDGAR on February 12, 1999 by Morgan Stanley Dean Witter Prime Income Trust (the "Trust"), with respect to the tender offer to purchase up to 10,000,000 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:

(a) The offer contained in the Offer to Purchase dated February 17, 1999 (the "Offer to Purchase") and the related Letter of Transmittal (which together constituted the "Offer") expired at 12:00 midnight, New York City time on March 19, 1999.

(b) 4,539,183.788 common shares, or approximately 2.0% of the then outstanding common shares, were validly tendered through the expiration date and were not withdrawn and were purchased by the Trust at a price of \$9.90 per common share, the net asset value of the common shares at the time the offer expired.

(c) The Schedule 13E-4 is hereby terminated.

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.

MORGAN STANLEY DEAN WITTER
PRIME INCOME TRUST
/s/ Barry Fink
Barry Fink
Vice President and Secretary

March 26, 1999