

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E3/A

Schedule filed to report going private transactions(Issuer Self-Tender Offer) [amend]

Filing Date: **1994-08-01**
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SUBJECT COMPANY

DIAMOND SHAMROCK OFFSHORE PARTNERS LTD PARTNERSHIP

CIK: **773350** | IRS No.: **752058990** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13E3/A** | Act: **34** | File No.: **005-36518** | Film No.: **94541127**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
*717 NORTH HARWOOD
STREET
DALLAS TX 75201-6594*

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FILED BY

BURLINGTON RESOURCES INC

CIK: **833320** | IRS No.: **911413284** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13E3/A**
SIC: **1311** Crude petroleum & natural gas

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

AMENDMENT NO. 3 TO

SCHEDULE 13E-3
RULE 13E-3 TRANSACTION STATEMENT
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)

and

AMENDMENT NO. 4 TO SCHEDULE 13D

Under the Securities Exchange Act of 1934

(FINAL AMENDMENT)

DIAMOND SHAMROCK OFFSHORE PARTNERS LIMITED PARTNERSHIP

(Name of the Issuer)

BURLINGTON RESOURCES INC.

MERIDIAN OIL OFFSHORE INC.

(Name of Person(s) Filing Statement)

DEPOSITARY UNITS
(Title of Class of Securities)

25274410
(CUSIP Number of Class of Securities)

GERALD J. SCHISSLER
SENIOR VICE PRESIDENT, LAW
BURLINGTON RESOURCES INC.
5051 WESTHEIMER, SUITE 1400
HOUSTON, TEXAS 77056
(713) 624-9500

With a copy to:

(Names, Addresses and Telephone Numbers of Persons Authorized to Receive
Notices and Communications on Behalf of Person(s) Filing Statement)

This statement is filed in connection with (check the appropriate box):

<TABLE>

<S> <C> <C>

/X/ a. The filing of solicitation materials or an information statement subject to
Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of
1934.

// b. The filing of a registration statement under the Securities Act of 1933.

// c. A tender offer.

// d. None of the above.

Check the following box if the soliciting materials or information statement
referred to in checking box (a) are preliminary copies: //

</TABLE>

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This Amendment No. 3 to Rule 13e-3 Transaction Statement on Schedule 13E-3
and Amendment No. 4 to Statement on Schedule 13D (the "Schedule 13E-3/13D")
relates to the merger (the "Merger") of Diamond Shamrock Offshore Partners
Limited Partnership (the "Partnership"), a Delaware limited partnership, with
and into Meridian Offshore Company, a Delaware corporation (the "Company") and
an indirect wholly owned subsidiary of Burlington Resources Inc., a Delaware
corporation ("BR"). This Amendment constitutes the Final Amendment to the
Schedule 13E-3/13D.

The filing of this Schedule 13E-3/13D shall not be deemed an admission that
Rule 13e-3 under the Exchange Act is applicable to the Merger. Each of BR, the
Partnership and the Company disclaims that the Merger constitutes a "Rule 13e-3
Transaction" within the meaning of Rule 13e-3 under the Exchange Act.

Item 5, "Plans or Proposals of the Issuer or Affiliate," Item 7,
"Purpose(s), Alternatives, Reasons and Effects," and Item 10, "Interest in
Securities of the Issuer," of the Schedule 13E-3, and Item 5, "Interest in
Securities of the Issuer," of the Schedule 13D are hereby amended to add the
following:

On July 26, 1994, the Partnership was merged with and into the
Company. Pursuant to the Merger, each unit (collectively, the "Units") of
limited partnership interest of the Partnership (other than Units owned by
the Company) was converted into the right to receive \$4.485 per Unit in
cash, without interest. As a result of the Merger, the Company acquired the

entire ownership interest in the Partnership, the separate existence of the Partnership ceased and holders of Units no longer have any interest in the Partnership or its assets, other than the right to receive payment of the Merger consideration of \$4.485 per Unit. In addition, the Units will be delisted from the New York Stock Exchange, and the registration of the Units under the Securities Exchange Act of 1934, as amended, will be terminated. Following the Merger, the name of the Company was changed to Meridian Oil Offshore Inc.

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SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

BURLINGTON RESOURCES INC.

By: /s/ GERALD J. SCHISLER
Name: Gerald J. Schissler
Title: Senior Vice President,
Law

MERIDIAN OIL OFFSHORE INC.

By: /s/ L. DAVID HANOWER
Name: L. David Hanower
Title: Senior Vice President

August 1, 1994

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