

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E3/A

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

Filing Date: **2001-08-03**
SEC Accession No. **0000950117-01-500837**

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

SUBJECT COMPANY

AMTRAN INC

CIK: **898904** | IRS No.: **351617970** | State of Incorporation: **IN** | Fiscal Year End: **1231**
Type: **SC 13E3/A** | Act: **34** | File No.: **005-42897** | Film No.: **1697695**
SIC: **4522** Air transportation, nonscheduled

Business Address
7337 W WASHINGTON ST
INDIANAPOLIS IN 46231
3172474000

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-3

RULE 13e-3 TRANSACTION STATEMENT
UNDER SECTION 13(e) (3) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

AMTRAN, INC.
(NAME OF THE ISSUER)

AMTRAN, INC.
INDUS ACQUISITION COMPANY
J. GEORGE MIKELSONS
(NAMES OF PERSONS FILING STATEMENT)

COMMON STOCK, WITHOUT PAR VALUE, OF AMTRAN, INC.
(TITLE OF CLASS OF SECURITIES)

03234G106
(CUSIP NUMBER OF CLASS OF SECURITIES)

<Table>

<S>

J. GEORGE MIKELSONS
INDUS ACQUISITION COMPANY
7337 WEST WASHINGTON STREET
INDIANAPOLIS, INDIANA 46251
(317) 247-4000

<C>

BRIAN T. HUNT, ESQ.
AMTRAN, INC.
7337 WEST WASHINGTON STREET
INDIANAPOLIS, INDIANA 46251
(317)-247-4000

</Table>

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF FILING PERSONS)

COPIES TO:

<Table>

<S>

WILLIAM P. ROGERS, JR., ESQ.
RONALD CAMI, ESQ.
CRAVATH, SWAINE & MOORE
WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019
(212) 474-1000

<C>

BENJAMIN F. STAPLETON, ESQ.
JOHN EVANGELAKOS, ESQ.
SULLIVAN & CROMWELL
125 BROAD STREET
NEW YORK, NEW YORK 10004
(212) 558-4000

</Table>

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

- a. The filing of solicitation materials or an information statement subject to Regulation 14A ('SS'SS'240.14a-1 through 240.14b-2), Regulation 14C ('SS'SS'240.14c-1 through 240.14c-101) or Rule 13e-3(c) ('SS'240.13e-3(c)) under the Securities Exchange Act of 1934 ('the Act').
- 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: .

Check the following box if the filing is a final amendment reporting results of the transaction: .

CALCULATION OF FILING FEE

<Table>

<Caption>

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
<S>	<C>
\$82,287,992	\$16,458

</Table>

* For purposes of calculating the filing fee only. Calculated in accordance with Exchange Act Rule 0-11 assuming (a) the conversion of 3,191,665 shares of common stock, without par value, of Amtran, Inc. ('Amtran') into the right to receive \$23 per share in cash, (b) the payment of \$6,678,022 to holders of options to purchase shares of common stock which are being cashed out and (c) the delivery of an unsecured note in aggregate principal amount of \$2,201,675 in payment for shares of Series B preferred stock, without par value, of Amtran (assuming the repurchase of 5% of such shares).

Check the box if any part of the fee is offset as provided by 'SS'240.0-11(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: \$16,458
Form or Registration No.: Schedule 14A

Filing Party: Amtran, Inc.
Date Filed: June 29, 2001

This Amendment No. 1 (this 'Amendment') is being filed by (1) Amtran, Inc., an Indiana corporation ('Amtran') and issuer of the shares of the common stock, without par value ('Common Stock'), which are the subject of the Rule 13e-3 transaction, (2) J. George Mikelsons, Chairman of Amtran ('JGM') and (3) INDUS Acquisition Company, an Indiana corporation newly organized by JGM ('INDUS' and, together with Amtran and JGM, the 'Filing Persons') and amends the Rule 13e-3 Transaction Statement on Schedule 13E-3 (as so amended, the 'Transaction Statement') filed by the Filing Persons on June 29, 2001.

The Transaction Statement relates to the Agreement and Plan of Merger dated as of June 18, 2001 (the 'Merger Agreement'), between INDUS and Amtran, and the merger of INDUS with and into Amtran, with Amtran as the surviving corporation (the 'Merger'), upon the terms and subject to the conditions set forth in the Merger Agreement.

Concurrently with the filing of this Amendment, Amtran is filing with the Securities and Exchange Commission (the 'SEC') Amendment No. 1 to the preliminary proxy statement filed by Amtran with the SEC on June 29, 2001 (the 'Revised Proxy Statement') under Regulation 14A of the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), relating to the adjourned annual meeting of shareholders of Amtran at which the shareholders of Amtran will consider and vote upon, among other things, a proposal to approve the Merger Agreement, the Plan of Merger attached thereto, the consummation of the merger and other transactions contemplated by the Merger Agreement and the amendment and restatement of Article XII of Amtran's articles of incorporation as contemplated by the Purchase and Voting Agreement dated as of May 16, 2001, between Amtran and International Lease Finance Corporation (the 'ILFC Agreement'). A copy of the Revised Proxy Statement is incorporated by reference herein as Exhibit (a)(3)(A). A copy of the Merger Agreement has been filed as Annex A to the Revised Proxy Statement. A copy of the ILFC Agreement has been filed as Annex B to the Revised Proxy Statement.

The information in the Revised Proxy Statement, including all appendices thereto, is hereby incorporated by reference in answer to Items 1 through 15 of this Amendment, and is supplemented by the information specifically provided herein. As of the date hereof, the Revised Proxy Statement is in preliminary form and is subject to completion and amendment.

ITEM 16. EXHIBITS

<Table>

<S> <C>

- (a)(3)(A) Amendment No. 1 to Preliminary Proxy Statement filed with the SEC by Amtran on August 3, 2001 on Schedule 14A (incorporated by reference to Amendment No. 1 to the Proxy Statement filed with the SEC by Amtran on August 3, 2001 on Schedule 14A).

- (a)(3)(B) Form of preliminary proxy card to be sent to holders of Common Stock filed with the SEC along with the Proxy Statement by Amtran (incorporated by reference to Amendment No. 1 to the Proxy Statement filed with the SEC by Amtran on August 3, 2001 on Schedule 14A).

- (a) (3) (C) Press Release issued by Amtran on June 18, 2001 (incorporated by reference to Exhibit 99.2 of the Current Report on Form 8-K filed with the SEC by Amtran on June 19, 2001).
- (a) (5) (A) Complaint of M. Todd Seis against J. George Mikelsons; John P. Tague; James W. Hlavacek; Kenneth K. Wolff; Robert A. Abel; William P. Rogers, Jr.; Andrejs P. Stipnieks; and Amtran, Inc. filed with the Marion County, Indiana Superior Court on May 17, 2001 (incorporated by reference to Exhibit 99.1 of the Current Report on Form 8-K filed with the SEC by Amtran on May 25, 2001).
- (a) (5) (B) Complaint of David Schneider against J. George Mikelsons; John P. Tague; James W. Hlavacek; Kenneth K. Wolff; Robert A. Abel; William P. Rogers, Jr.; Andrejs P. Stipnieks; and Amtran, Inc. filed with the Marion County, Indiana Superior Court on May 17, 2001 (incorporated by reference to Exhibit 99.2 of the Current Report on Form 8-K filed with the SEC by Amtran on May 25, 2001).

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<Table>

- <S> <C>
- (a) (5) (C) Complaint of Crandon Capital Partners against John P. Tague; James W. Hlavacek; J. George Mikelsons; Kenneth K. Wolff; William P. Rogers, Jr.; Robert A. Abel; Andrejs P. Spitnieks; and Amtran, Inc. filed with the Indianapolis Division of the United States District Court for the Southern District of Indiana on May 30, 2001.*
- (a) (5) (D) Memorandum of Understanding dated as of June 18, 2001, between Amtran, Inc. and the plaintiff-shareholders named therein.*
- (b) Commitment Letter dated June 18, 2001, from Salomon Smith Barney Inc. and Citicorp USA, Inc. to Amtran, Inc. and American Trans Air, Inc. (incorporated by reference to Exhibit 2 of the Schedule 13D filed with the SEC by INDUS and JGM on June 21, 2001).
- (c) (1) Opinion of Dresdner Kleinwort Wasserstein, Inc. dated June 18, 2001 (incorporated by reference to Annex C to Amendment No. 1 to the Proxy Statement filed with the SEC by Amtran on August 3, 2001 on Schedule 14A).
- (c) (2) Financial Presentation Materials of Dresdner Kleinwort Wasserstein, Inc. to the Special Committee of the Board of Directors of Amtran dated June 18, 2001.*
- (d) (1) Agreement and Plan of Merger dated as of June 18, 2001,

between INDUS Acquisition Company and Amtran, Inc.
(incorporated by reference to Annex A to Amendment No. 1 to
the Proxy Statement filed with the SEC by Amtran on
August 3, 2001 on Schedule 14A).

(d) (2) Purchase and Voting Agreement dated as of May 16, 2001,
between Amtran, Inc. and International Lease Finance
Corporation (incorporated by reference to Annex B to
Amendment No. 1 to the Proxy Statement filed with the SEC by
Amtran on August 3, 2001 on Schedule 14A).

(d) (3) Stock Subscription Agreement dated June 18, 2001 between J.
George Mikelsons and INDUS Acquisition Company (incorporated
by reference to Exhibit 1 of the Schedule 13D filed with the
SEC by INDUS and JGM on June 21, 2001).

(f) Chapter 44 of the Indiana Business Corporation Law.*

</Table>

* Filed previously.

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: August 3, 2001

AMTRAN, INC,

By: /s/ KENNETH K. WOLFF

Name: Kenneth K. Wolff
Title: Chief Financial Officer

INDUS ACQUISITION COMPANY,

By: /s/ J. GEORGE MIKELSONS

Name: J. George Mikelsons
Title: Chairman and President

EXHIBIT INDEX

<Table>
<Caption>

EXHIBIT

NO.

DESCRIPTION

<S>	<C>
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- (d) (1) Agreement and Plan of Merger dated as of June 18, 2001, between INDUS Acquisition Company and Amtran, Inc. (incorporated by reference to Annex A to Amendment No. 1 to the Proxy Statement filed with the SEC by Amtran on August 3, 2001 on Schedule 14A).

- (d) (2) Purchase and Voting Agreement dated as of May 16, 2001, between Amtran, Inc. and International Lease Finance Corporation (incorporated by reference to Annex B to Amendment No. 1 to the Proxy Statement filed with the SEC by Amtran on August 3, 2001 on Schedule 14A).

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* Previously filed.

STATEMENT OF DIFFERENCES

The section symbol shall be expressed as..... 'SS'

