

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

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SUBJECT COMPANY

LUCASVARITY PLC

CIK: **1016475** | IRS No.: **000000000** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-48489** | Film No.: **99573399**
SIC: **3714** Motor vehicle parts & accessories

| Mailing Address | Business Address |
|--|---------------------------------|
| CAHILL GORDON & REINDEL 80 PINE STREET NEW YORK NY 10005 | 46 PARK ST LONDON W1Y 4DJ X0 |

LUCASVARITY PLC

CIK: **1016475** | IRS No.: **000000000** | Fiscal Year End: **1231**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-48489** | Film No.: **99573400**
SIC: **3714** Motor vehicle parts & accessories

| Mailing Address | Business Address |
|--|---------------------------------|
| CAHILL GORDON & REINDEL 80 PINE STREET NEW YORK NY 10005 | 46 PARK ST LONDON W1Y 4DJ X0 |

FILED BY

TRW INC

CIK: **100030** | IRS No.: **340575430** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **SC 14D1/A**
SIC: **3714** Motor vehicle parts & accessories

| Mailing Address | Business Address |
|--|--|
| 1900 RICHMOND ROAD CLEVELAND OH 44124 | 1900 RICHMOND RD CLEVELAND OH 44124 2162917000 |

TRW INC

CIK: **100030** | IRS No.: **340575430** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **SC 14D1/A**
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1/A

(AMENDMENT NO. 20)
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

and
Statement on
SCHEDULE 13D
(Amendment No. 1)
Under the Securities Exchange Act of 1934

LucasVarity plc
(Name of Subject Company)

TRW Automotive UK
TRW Inc.
(Bidders)

Ordinary Shares of 25 pence each and American
Depository Shares, each representing ten Ordinary Shares
and evidenced by American Depository Receipts
(Title of Class of Securities)

G 56955100 (Ordinary Shares)
549395101 (American Depository Shares)
(Cusip Number of Class of Securities)

William B. Lawrence, Esq.
Executive Vice President, General Counsel and Secretary
TRW Inc.
1900 Richmond Road
Cleveland, Ohio 44124
(216) 291-7230

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

Copy to:
Robert A. Profusek, Esq.
Jones, Day, Reavis & Pogue
599 Lexington Avenue
New York, New York 10022
(212) 326-3800

CUSIP NO. G 56955100 (ORDINARY SHARES)

CUSIP NO. 549395101 (AMERICAN DEPOSITARY SHARES)

- 1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

TRW Automotive UK
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []
- 3) SEC USE ONLY
- 4) SOURCE OF FUNDS

AF
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(e) OR 2(f) []
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales
- 7) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,263,092,238 (Ordinary Shares, including Ordinary Shares represented by
American Depositary Shares)
- 8) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES []
- 9) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
Approximately 89.42% of the Ordinary Shares (including Ordinary Shares
represented by American Depositary Shares) issued and outstanding as of
March 25, 1999.*
- 10) TYPE OF REPORTING PERSON

CO

CUSIP NO. G 56955100 (ORDINARY SHARES)
 CUSIP NO. 549395101 (AMERICAN DEPOSITARY SHARES)

- 1) NAMES OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

 TRW Inc.
 I.R.S. No. 34-0575430
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a) []
 (b) []
- 3) SEC USE ONLY
- 4) SOURCE OF FUNDS

 BK, 00
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(e) OR 2(f) []
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION

 Ohio
- 7) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,263,092,238 (Ordinary Shares, including Ordinary Shares represented by
 American Depositary Shares)
- 8) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES []
- 9) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
 Approximately 89.42% of the Ordinary Shares (including Ordinary Shares
 represented by American Depositary Shares) issued and outstanding as of
 March 25, 1999.*
- 10) TYPE OF REPORTING PERSON

 CO

* Based on 1,412,606,330 Ordinary Shares (including Ordinary Shares represented

by American Depositary Shares) issued and outstanding as of March 25, 1999 (which excludes all LucasVarity Securities which could be issued upon exercise in full of options granted under LucasVarity Share Option Schemes).

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This Amendment No. 20 amends and supplements the Tender Offer Statement on Schedule 14D-1 initially filed on February 5, 1999 (as amended, the "Schedule 14D-1") by TRW Inc., an Ohio corporation ("TRW"), and TRW Automotive UK, a private unlimited company registered in England and Wales, with the Securities and Exchange Commission in respect of the tender offer for all the outstanding (i) ordinary shares of 25 pence each of LucasVarity plc and (ii) American Depositary Shares of LucasVarity, each representing ten LucasVarity Shares and evidenced by American Depositary Receipts, upon the terms and subject to the conditions set forth in the Offer To Purchase, dated February 6, 1999, the related Letter of Transmittal and the related Form of Acceptance, Authority and Election Relating to the Offer. Unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings given such terms in the Schedule 14D-1. This Amendment No. 20 to the Schedule 14D-1 also constitutes Amendment No. 1 to the Schedule 13D of TRW with respect to LucasVarity Securities filed with the Commission on March 10, 1999.

Item 6. Interest in Securities of the Subject Company.

Items 6(a) and 6(b) are hereby amended and supplemented by incorporation by reference of the following information:

On March 25, 1999, TRW issued a press release which announces, among other things, that all remaining conditions to its Offer for LucasVarity have now been satisfied or, where permitted, waived; and, accordingly, the Offer has been declared unconditional in all respects.

TRW further announced that TRW Automotive UK had received valid acceptances of the Offer or had acquired or agreed to acquire through open market purchase 1,263,092,238 LucasVarity shares (including shares represented by LucasVarity ADSs), representing in aggregate 89.42 percent of LucasVarity's issued share capital. Included in these amounts are 1,852,100 LucasVarity shares, representing 0.13 percent of LucasVarity's issued share capital, held by directors of LucasVarity who entered into irrevocable undertakings to accept the offer, which TRW Automotive UK agreed during the Offer period to acquire.

Item 10. Additional Information.

Item 10(f) is hereby amended and supplemented by incorporation by reference of the following information:

On March 25, 1999, TRW issued a press release which announced, among other things, that all remaining conditions to its Offer for LucasVarity have now been satisfied or, where permitted, waived and accordingly, the Offer has been declared unconditional in all respects.

TRW also announced that the Offer will remain open for acceptance until further notice. At least 14 calendar days' notice will be given before the Offer is closed. Assuming that it receives sufficient acceptances of the offer, TRW intends to apply the provisions of sections 428 and 430F of the Companies Act 1985 to acquire compulsorily the outstanding LucasVarity shares not purchased in the Offer. A copy of the press release is filed as Exhibit (a)(20) to this Amendment No. 20 and is incorporated by reference herein.

Item 11. Material to be filed as Exhibits.

Item 11 is hereby amended and supplemented by the addition of the following exhibit thereto:

(a) (20) Text of press release of TRW, dated March 25, 1999.

EXHIBIT INDEX

(a) (20) Text of press release of TRW, dated March 25, 1999.

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SIGNATURES

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.

TRW INC.

By: /s/ William B. Lawrence

William B. Lawrence
Executive Vice President, General
Counsel and Secretary

TRW AUTOMOTIVE UK

By: /s/ William B. Lawrence

William B. Lawrence
Secretary

Date: March 25, 1999

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NEWS RELEASE

TRW Inc.
 1900 Richmond Road
 Cleveland, OH 44124

[logo]

 Contacts

| | | |
|-------------|---------------------------------------|----------------------------|
| TRW | Jay A. McCaffrey 216.291.7179 | (Cleveland) (Media) |
| | Larry Edelman 216.291.7506 | (Cleveland) (Investors) |
| LucasVarity | Nicholas Jones 011.44.171.647.0617 | (UK) |
| JP Morgan | Sarah Nash 212.483.2323 | (New York) |

TRW DECLARES CASH TENDER OFFER FOR
 LUCASVARITY PLC UNCONDITIONAL IN ALL RESPECTS

CLEVELAND, March 25, 1999 - TRW Inc. (NYSE: TRW) today announces that all remaining conditions to the recommended cash offer for LucasVarity plc (NYSE: LVA, LSE: LVA) by TRW Automotive UK have now been satisfied or, where permitted, waived, and the offer has been declared unconditional in all respects. The offer will remain open for acceptance until further notice.

TRW has received valid acceptances of the offer or had acquired or agreed to acquire through open market purchase 1,263,092,238 LucasVarity shares, representing 89.42 percent of LucasVarity's issued share capital.

Payment by TRW for LucasVarity shares for which it has received valid acceptances of the offer will be effected (i) in the case of acceptances received, complete in all respects, by March 25, 1999, within 14 days of such date or, (ii) in the case of acceptances received, complete in all respects, after March 25, 1999, but while the offer remains open for acceptance, within 14 days of such receipt.

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"With the final conditions to our proposed acquisition now satisfied, we are

working diligently to complete this transaction as quickly as possible," said Joseph T. Gorman, TRW's chairman and chief executive officer. "This strategic combination has remarkable synergies and will enable our businesses to grow far more rapidly than either could independently.

Assuming that it receives sufficient acceptances of the offer, TRW intends to apply the provisions of sections 428 to 430F of the Companies Act 1985 to acquire compulsorily the outstanding LucasVarity shares not purchased in the tender offer. As soon as practicable, TRW intends to request the London Stock Exchange and the New York Stock Exchange to de-list the LucasVarity shares.

LucasVarity securityholders who have not yet accepted the offer are urged to complete and return their acceptance forms as soon as possible.

TRW has received valid acceptances of the offer in respect of 1,150,194,262 LucasVarity shares, representing 81.42 percent of LucasVarity's issued share capital. This includes acceptances in respect of 1,852,100 LucasVarity shares, representing 0.13 percent of LucasVarity's issued share capital, held by directors of LucasVarity who entered into irrevocable undertakings to accept the offer.

In addition, TRW Automotive UK has acquired or agreed to acquire 112,897,976 LucasVarity shares, representing in the aggregate 7.99 percent of LucasVarity's issued share capital, through open-market purchases since the commencement of the offer period. Prior to the commencement of the offer period, 10,088 LucasVarity shares, representing less than 0.01 percent of LucasVarity's issued share capital, were held by J.P. Morgan Securities Limited, which is acting in concert with TRW.

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TRW/3

Except as disclosed above, neither TRW, nor any person acting in concert with TRW, held any LucasVarity shares prior to the commencement of the offer period, nor has any such person, since the commencement of the offer period, acquired, or agreed to acquire, any LucasVarity shares.

The offer is not being made, directly or indirectly, in or into, Canada, Australia or Japan. Accordingly, neither copies of this announcement nor any related offering documents are to be mailed or otherwise distributed or sent in or into Canada, Australia or Japan.

TRW, with sales of approximately \$12 billion in 1998, provides advanced technology products and services for the automotive, space and defense, and information technology markets. The company's news releases are available through TRW's corporate Web site (<http://www.trw.com/>).

LucasVarity plc is a U.K. company with shares traded in London and, in the form of ADRs, on the New York Stock Exchange. The company has \$6.8 billion of sales,

\$5.6 billion of which are derived from the automotive industry and \$1.2 billion from aerospace.

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Inquiries should be forwarded to:

| | |
|-----------------------|---|
| U.K. Receiving Agent: | Computershare Services PLC 44 (0) 117 305 1001 |
| U.S. Depositary: | Morgan Guaranty Trust Company of New York 800.428.4237 |
| Information Agent: | Georgeson & Company Inc. 800.223.2064 |