

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC TO-I/A

Issuer tender offer statement [amend]

Filing Date: **2003-02-10**  
SEC Accession No. **0000899681-03-000085**

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### SUBJECT COMPANY

#### **PW REDWOOD FUND LLC**

CIK: **1120661** | IRS No.: **134127828** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC TO-I/A** | Act: **34** | File No.: **005-62245** | Film No.: **03547995**

Mailing Address	Business Address
<i>1285 AVE OF THE AMERICAS NEW YORK NY 10019</i>	<i>1285 AVE OF THE AMERICAS NEW YORK NY 10019 2124832323</i>

### FILED BY

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**(Final Amendment)**

**PW Redwood Fund, L.L.C.**  
(Name of Issuer)

**PW Redwood Fund, L.L.C.**  
(Name of Person(s) Filing Statement)

**Limited Liability Company Interests**  
(Title of Class of Securities)

**N/A**  
(CUSIP Number of Class of Securities)

Mark D. Goldstein, Esq.  
UBS PaineWebber Inc.  
1285 Avenue of the Americas  
New York, New York 10019  
(212) 713-2000

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

With a copy to:  
Stuart H. Coleman, Esq.  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, New York 10038  
(212) 806-5400

**CALCULATION OF FILING FEE**

Transaction Valuation: \$25,000,000(a)	Amount of Filing Fee: \$2,300(b)
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(a) Calculated as the aggregate maximum purchase price for limited liability company interests.

(b) Calculated at .0092% of the Transaction Valuation.

[x] Check the box if any part of the fee is offset as provided by Rule 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: \$2,300

Form or Registration No.: Schedule TO, Registration No. 005-62245

Filing Party: PW Redwood Fund, L.L.C.

Date Filed: November 22, 2002

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Final Amendment relates to the Issuer Tender Offer Statement on Schedule TO (the "Statement") originally filed on November 22, 2002 by PW Redwood Fund, L.L.C. (the "Fund") in connection with an offer (the "Offer") by the Fund to purchase up to \$25,000,000 of interests in the Fund ("Interests") on the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal. Copies of the Offer to Purchase and Letter of Transmittal were previously filed as Exhibits B and C to the Statement.

This is the Final Amendment to the Statement and is being filed to report the results of the Offer. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Offer to Purchase.

The following information is furnished pursuant to Rule 13e-4 (c) (4):

1. The Offer expired at 12:00 midnight, New York time, on December 23, 2002.
2. \$4,658,555 in Interests were validly tendered and not withdrawn prior to the expiration of the Offer, and all of those Interests were accepted for purchase, and paid for, by the Fund in accordance with the terms of the Offer.

### 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.

PW REDWOOD FUND, L.L.C.

By: PW Fund Advisor, L.L.C.

By: /s/ Michael Mascis

Name: Michael Mascis

Title: Authorized Signatory

February 10, 2003