

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E4/A

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

Filing Date: **1999-07-27**
SEC Accession No. **0000898430-99-003010**

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SUBJECT COMPANY

GBC BANCORP

CIK: **351710** | IRS No.: **953586596** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **SC 13E4/A** | Act: **34** | File No.: **005-42236** | Film No.: **99671124**
SIC: **6022** State commercial banks

Mailing Address
800 W. 6TH ST
15TH FL
LOS ANGELES CA 90017

Business Address
800 W. 6TH STREET
15TH FLOOR
LOS ANGELES CA 90017
2139724172

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4/A
ISSUER TENDER OFFER STATEMENT
(Pursuant to Section 13(e)(1) of the Securities Exchange Act of 1934)

AMENDMENT NO. 1 (FINAL AMENDMENT)

GBC BANCORP
(Name of Issuer)

GBC BANCORP
(Name of Person(s) Filing Statement)

COMMON STOCK, NO PAR VALUE
(Title of Class of Securities)

361475106
(CUSIP number of class of securities)

PETER LOWE
EXECUTIVE VICE PRESIDENT/CHIEF FINANCIAL OFFICER
GBC BANCORP
800 WEST 6TH STREET
LOS ANGELES, CALIFORNIA 90017
(213) 972-4104

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

COPY TO:

FREDERICK B. MCLANE, ESQ.
O'MELVENY & MYERS LLP
400 SOUTH HOPE STREET
LOS ANGELES, CA 90071
(213) 430-6000

JUNE 16, 1999

(Date tender offer first published, sent or given to security holders)

<TABLE>
<CAPTION>

CALCULATION OF FILING FEE

Transaction valuation: \$44,000,000*

Amount of filing fee: \$8,800

<S>

<C>

[X] Check 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: \$8,800
Form or Registration No.: Schedule 13E-4

Filing Party: GBC Bancorp
Date Filed: June 16, 1999

</TABLE>

*Calculated solely for purposes of determining the filing fee in accordance with Section 13(e)(3) of the Securities Exchange Act of 1934 and Rule 0-11 thereunder. Based upon the purchase of 2,000,000 shares of Common Stock at the maximum offer price of \$22, net in cash per share.

GBC Bancorp, a California corporation (the "Company"), hereby amends its Issuer Tender Offer Statement on Schedule 13E-4 (the "Schedule 13E-4") filed with the Securities and Exchange Commission on June 16, 1999, with respect to its offer to purchase for cash up to 2,000,000 shares of its common stock, no par value (the "Shares"), at prices, net to the seller in cash, not greater than \$22 nor less than \$18 per Share, specified by stockholders, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 16, 1999, and the related Letter of Transmittal (which together constitute the "Offer"). Capitalized terms used in this Amendment No. 1 without definition have the meanings assigned to them by the Schedule 13E-4.

ITEM 8. ADDITIONAL INFORMATION.

The response to Item 8(e) of the Schedule 13E-4 is hereby supplemented and amended as follows:

At 11:59 P.M., New York City time, on July 14, 1999, the Offer expired in accordance with its terms. In accordance with the Offer, the Company accepted for purchase, without proration, 1,327,579 Shares, which were all Shares validly tendered at or below \$22 per Share and not withdrawn.

A copy of the Company's news release dated July 14, 1999 announcing the preliminary results of the Offer is attached hereto as Exhibit (a)(10) and is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

The response to Item 9 of the Schedule 13E-4 is hereby supplemented and amended by the addition of the following thereto:

(a)(10) News Release issued by the Company on July 14, 1999.

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.

GBC BANCORP

By: /s/ Peter Lowe

Name: Peter Lowe

Title: Executive Vice President/
Chief Financial Officer

July 27, 1999

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EXHIBIT INDEX

Exhibit Number	Description
(a) (10)	News Release issued by the Company on July 14, 1999.

GBC BANCORP COMPLETES DUTCH AUCTION TENDER OFFER

LOS ANGELES--(BUSINESS WIRE)--July 14, 1999--GBC Bancorp (NASDAQ:GBCB) announced today the preliminary results of its Dutch Auction self-tender offer for its Common Stock. On June 16, 1999, the Company commenced its offer to purchase up to 2,000,000 shares of its Common Stock, or approximately 16% of its then outstanding shares, at a price not greater than \$22 nor less than \$18 per share. The offer expired at 11:59 P.M. (New York City time) on July 14, 1999.

GBC Bancorp stated that according to IBJ Whitehall, the depositary for the offer, approximately 1,328,000 shares were tendered pursuant to the offer. Based on this preliminary count by the depositary for the offer, the Company will accept for purchase all shares validly tendered, without proration, at a price of \$22 per share in accordance with the terms of the tender offer. The determination of the actual number of shares to be purchased and the actual purchase price are subject to final confirmation and the proper delivery of all shares tendered and not withdrawn.

GBC Bancorp is the parent company of General Bank, with total assets of \$1.7 billion, operating 16 branches in California, as well as loan production offices in Seattle and New York.