

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

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SUBJECT COMPANY

SUPERMARKETS GENERAL HOLDINGS CORP

CIK: **821139** | IRS No.: **133408704** | State of Incorporation: **DE** | Fiscal Year End: **0131**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-41218** | Film No.: **99573541**
SIC: **5411** Grocery stores

Mailing Address

*301 BLAIR RD
P.O. BOX 5301
WOODBIDGE NJ 07095-0915*

Business Address

*301 BLAIR RD
P.O. BOX 5301
WOODBIDGE NJ 07095-0915
9084993000*

FILED BY

ROYAL AHOLD

CIK: **869425** | IRS No.: **000000000** | Fiscal Year End: **1227**
Type: **SC 14D1/A**
SIC: **5411** Grocery stores

Mailing Address

*C/O WHITE & CASE LLP
1155 AVENUE OF THE
AMERICUS
NEW YORK NY 10036-2787*

Business Address

*ALBERT HEIJNWEG 1
P O BOX 33
1500 EA ZAANDAM THE P7*

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
SCHEDULE 14D-1
Tender Offer Statement
Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934

Supermarkets General Holdings Corporation
(Name of Subject Company)

Koninklijke Ahold N.V. (Royal Ahold)
Croesus, Inc.
Ahold U.S.A., Inc.
Ahold Acquisition, Inc.
(Bidders)

\$3.52 Cumulative Exchangeable Redeemable Preferred Stock,
par value \$0.01 per share
(Title of Class of Securities)

86844620
(CUSIP Number of Class of Securities)

Mr. Paul P.J. Butzelaar
Koninklijke Ahold N.V.
Albert Heijnweg 1
1507 EH Zaandam, The Netherlands
011-31-75-659-5671

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

Copy to:

John M. Reiss, Esq.
White & Case LLP
1155 Avenue of the Americas

SCHEDULE 14D-1

CUSIP No. 86844620

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Koninklijke Ahold N.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

| | (a)
|X| (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (e) or 2 (f)

| |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES
CERTAIN SHARES

| |

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

0.0%

10 TYPE OF REPORTING PERSON

SCHEDULE 14D-1

CUSIP No. 86844620

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Croesus, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

BK

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES
CERTAIN SHARES

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

0.0%

10 TYPE OF REPORTING PERSON

CO

CUSIP No. 86844620

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ahold U.S.A., Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

| | (a)
|X| (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(e) or 2(f)

| |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES
CERTAIN SHARES

| |

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

0.0%

10 TYPE OF REPORTING PERSON

CO

SCHEDULE 14D-1

CUSIP No. 86844620

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ahold Acquisition, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

| | (a)
|X| (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(e) or 2(f)

| |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES
CERTAIN SHARES

| |

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

0.0%

10 TYPE OF REPORTING PERSON

CO

This Amendment No. 1 amends and supplements the Schedule 14D-1 filed on March 15, 1999 relating to the offer by Ahold Acquisition, Inc., a Delaware corporation (the "Purchaser"), a direct wholly-owned subsidiary of Ahold U.S.A., Inc., a Delaware corporation ("Ahold U.S.A."), an indirect wholly-owned subsidiary of Croesus Inc., a Delaware corporation ("Croesus") and an indirect wholly-owned subsidiary of Koninklijke Ahold N.V. (also referred to as Royal Ahold), a public company with limited liability incorporated under the laws of The Netherlands with its corporate seat in Zaandam (Municipality Zaanstad), The Netherlands ("Parent"), to purchase all of the issued and outstanding shares of the \$3.52 Cumulative Exchangeable Redeemable Preferred Stock, par value \$0.01 per share (the "Shares"), of Supermarkets General Holdings Corporation, a Delaware corporation (the "Company"), at a price of \$38.25 per Share (the "Offer Price"), net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 15, 1999 (the "Offer to Purchase"), and in the related Letter of Transmittal and Notice of Guaranteed Delivery.

Item 10. Additional Information.

Paragraph (e) of Item 10 is hereby amended and supplemented by adding thereto the following:

Litigation. On March 23, 1999, a purported holder of Shares filed an action in the Court of Chancery of the State of Delaware, purportedly on behalf of the class of the holders of the Shares, against the Company, SMG-II, the Purchaser and the directors of the Company (collectively, the "Defendants"). The complaint, entitled Wolfson v. Supermarkets General Holdings Corporation, et al., C.A. No. 17047, alleges, among other things, that (i) certain of the Defendants have issued materially false and misleading statements, and failed to disclose material information, in the Schedule 14D-9 in violation of their fiduciary duty of disclosure, (ii) SMG-II and the directors of the Company breached certain fiduciary duties owed to holders of the Shares and (iii) the Purchaser knowingly aided and abetted SMG-II's and the directors of the Company's alleged breaches of fiduciary duty. The complaint demands, among other things, judgment (i) enjoining the Defendants preliminarily and permanently from consummating the Offer and related transactions, (ii) ordering the Defendants to issue corrective disclosures, (iii) ordering the Defendants to retain an independent financial advisor to evaluate the fairness of the Offer and the related transactions and (iv) awarding damages to the holders of the Shares. The Purchaser believes that the claims against it are without merit and intends to vigorously oppose them. The Company has informed the Purchaser that the Company believes that the claims against it, its directors and SMG-II are without merit and that they intend to vigorously oppose them.

Paragraph (f) of Item 10 is amended by adding at the end thereof the following:

On March 26, 1999, Royal Ahold issued a press release announcing the

extension of the Expiration Date of the Offer until 5:00 p.m., New York City time, on Friday, May 21, 1999, unless further extended. A copy of Royal Ahold's press release announcing the extension of the Offer is filed as an exhibit hereto.

Item 11. Material to be Filed as Exhibits.

The following is hereby added as an exhibit:

Exhibit (a)(9) Press Release dated March 26, 1999, extending the Expiration Date of the Offer to Purchase.

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: March 26, 1999

KONINKLIJKE AHOLD N.V.

By: /S/ R. G. TOBIN

Name: R.G. Tobin
Title: Executive Vice President

CROESUS, INC.

By: /S/ R. G. TOBIN

Name: R.G. Tobin
Title: President and Chief Executive Officer

AHOLD U.S.A., INC.

By: /S/ R. G. TOBIN

Name: R. G. Tobin
Title: President and Chief Executive Officer

AHOLD ACQUISITION, INC.

By: /S/ R. G. TOBIN

Name: R. G. Tobin
Title: President

Date: March 26, 1999
For more information: 31 75 659-5720

Royal Ahold extends tender offer

Zaandam, The Netherlands, March 26, 1999 - Ahold Acquisition Inc., a wholly-owned subsidiary of Royal Ahold, is extending the tender offer for the Preferred Stock of Supermarkets General Holdings Corporation ('SGHC') until 5:00 p.m., New York City time, on Friday, May 21, 1999. The offer had been scheduled to expire on April 9. The offer has been made pursuant to an agreement under which Royal Ahold will acquire all of the outstanding shares of the capital stock of SMG-II Holdings Corporation ('SMG-II'). SMG-II controls the US supermarket company Pathmark Stores Inc. Based upon information provided by Citibank N.A., as depositary for the offer, as of the close of business on March 24, 1999, 11,150 shares of the outstanding Preferred Stock have been tendered and not withdrawn. Completion of the tender offer is subject to a number of conditions, including obtaining necessary regulatory approvals and at least 66 2/3% of the shares of Preferred Stock being tendered in the offer and not withdrawn.

Ahold Public Relations, tel: 31 75 659 5720