

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

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SUBJECT COMPANY

ELDEC CORP

CIK: **793575** | IRS No.: **910663532** | State of Incorporation: **WA** | Fiscal Year End: **0331**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-37956** | Film No.: **94516833**
SIC: **3812** Search, detection, navigation, guidance, aeronautical sys

Business Address
*16700 13TH AVE WEST
P O BOX 100
LYNNWOOD WA 98046
2067431313*

FILED BY

CRANE CO /DE/

CIK: **25445** | IRS No.: **131952290** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 14D1/A**
SIC: **3490** Miscellaneous fabricated metal products

Business Address
*100 FIRST STAMFORD PLACE
STAMFORD CT 06902
2033637300*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 10549

SCHEDULE 14D-1
Tender Offer Statement Pursuant to Section 14(d) (1)
of the Securities Exchange Act of 1934

AMENDMENT NO.2

FINAL AMENDMENT

ELDEC CORPORATION
(Name of Subject Company)

CRANE ACQUISITION CORP.
CRANE CO.
(Bidders)

Common Stock, par value \$0.05 per Share
(Title of Class of Securities)

284452 10 9
(CUSIP Number of Class of Securities)

Paul R. Hundt
Secretary
Crane Co.
100 First Stamford Palace
Stamford, CT 06902
Telephone Number (203) 363-7300
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Bidders)

Copy to:
Albert F. Lilley
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5754

CUSIP NO. 284452 109

1) Name of Reporting Person S.S. or I.R.S. Identification
Nos. of Above Persons Crane Co. I.R.S. No. 13-1952290

2) Check the Appropriate box if a Member of a Group (See
Instructions)

(a) _____

(b) _____

3) SEC Use Only _____

4) Sources of Funds (See Instructions) BK

5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(e) or 2(f).

6) Citizenship or Place of Organization Delaware

7) Aggregate Amount Beneficially Owned by Each Reporting Person
0.

8) Check if the Aggregate amount in Row 7 Excludes Certain
Shares (See Instructions).

9) Percent of Class Represented by Amount in Row 7 NA .

10) Type of Reporting Person (See Instructions) CO .

CUSIP NO.284452 109

1) Name of Reporting Persons S.S. or L.R.S. Identification Nos. of Above Persons Crane Acquisition Corp.

2) Check the Appropriate box if a Member of a Group (See Instructions)

(a) _____

(b) _____

3) SEC Use Only _____

4) Sources of Funds (See Instructions) AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Itens 2(e) or 2(f).

6) Citizenship or Place of Organization Washington.

7) Aggregate Amount Beneficially Owned by Each Reporting Person [5,620,383]

8) Check if the Aggregate amount in Row 7 Excludes Certain Shares (See Instructions).

9) Percent of Class Represented by Amount in Row 7 NA .

10) Type of Reporting Person (See Instructions) CO .

This Amendment No. 2 to the Tender Offer Statement on Schedule 14D-1 filed with the Securities and Exchange Commission on February 17, 1994 (the "Schedule 14D-1") with respect to the Common Shares of ELDEC Corporation (the "Issuer").

This Amendment No. 2 is being filed by Crane Co. ("Crane") and Crane Acquisition Corp. (the "Purchaser"). Other than as set forth herein, there has been no material change in the information set forth in the Schedule 14D-1.

Item 4, Source and Amount of Funds or Other Consideration.

Item 4 is hereby amended and supplemented as follows:

On March 18, 1994, Crane borrowed \$73,065,000 under its uncommitted, multi-purpose money market borrowing lines of credit at a weighted average interest rate of 3.62% and provided such amount to Purchaser for the purchase of Shares pursuant to the Offer and the Stock Purchase Agreement.

Item 5, Purpose of the Tender Offer and Plans or Proposals of the Binders.

Item 5 is hereby amended and supplemented as follows:

On March 18, 1994, following Purchaser's acquisition of 5,620,383 Shares, representing approximately 98.7% of the outstanding Shares, Purchase consummated the Merger as a "short form" merger pursuant to the applicable provisions of the WBCA. The Merger did not require any amendment to the Merger Agreement; however, the Articles of Merger and the related Plan of Merger filed with the Secretary of State of the State of Washington provided, in accordance with the applicable provisions of the WBCA, that ELDEC Corporation was merged with and into Purchaser, and that the name of Purchaser was changed to ELDEC Corporation. A copy of the press release relating to the foregoing is filed as Exhibit (a)(8) to the Schedule 14D-1 and is incorporated herein by reference.

Item 6, Interest in Securities of the Subject Company.

Item 6 is hereby amended and supplemented as follows:

On March 18, 1994, Purchaser was informed by the Depositary that a total of 2,720,511 Shares had been validly tendered pursuant to the Offer and not withdrawn. Purchaser paid for all such Shares by depositing the purchase price therefor with the Depositary, as agent for the tendering stockholders. Also on March 18, 1994, pursuant to the terms of the Stock Purchase Agreement, and immediately following Purchaser's purchase of Shares pursuant to the Offer, Purchaser purchased 2,899,872 Shares from the individual stockholders and trusts which were a

party thereto. A copy of a press release relating to the foregoing purchases pursuant to the Offer and the Stock Purchase Agreement is filed as Exhibit (a)(8) to the Schedule 14D-1 and is incorporated herein by reference.

Item 11, Material to be filed as Exhibits.

Item 11 is hereby amended and supplemented to add the following Exhibits:

(a) (8) Press Release issued by Crane on March 18, 1994.

SIGNATURES

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 18, 1994

CRANE ACQUISITION CORP.

By: Paul R. Hundt
Name: Paul R. Hundt
Title: Vice President

CRANE CO.

By: Paul R. Hundt
Name: Paul R. Hundt
Title: Vice President

EXHIBIT INDEX

EXHIBIT NO.		PAGE IN SEQUENTIAL NUMBERING SYSTEM
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(a) (8) Press Release issued by Crane on March 18, 1994.

Exhibit

FOR IMMEDIATE RELEASE

CRANE CO. ACQUIRES ELDEC CORPORATION

STAMFORD, CONNECTICUT -- March 18, 1994 -- Crane Co. (CR/NYSE) announced today the successful completion of its all-cash tender offer for all of the outstanding shares of common stock of ELDEC Corporation (ELDC/NASDAQ). The tender offer expired at midnight, New York City time, on Thursday, March 17, 1994. Crane has been informed by the depositary for the tender offer that approximately 2,720,511 shares were tendered into the offer and not withdrawn. Crane Acquisition Corp., a wholly-owned subsidiary of Crane Co., has accepted and paid for all of the shares tendered. In addition, Crane Acquisition Corp. purchased an additional 2,899,872 shares pursuant to the terms of a stock purchase agreement entered into with certain holders of ELDEC shares.

With the completion of these two purchases, Crane Acquisition Corp. acquired 98.7 percent of the outstanding shares of ELDEC and thereafter consummated the merger of ELDEC Corporation into Crane Acquisition Corp. The surviving corporation is named ELDEC Corporation and it is anticipated that ELDEC Corporation will continue to operate as a wholly-owned subsidiary of Crane Co. Any shares not acquired in the tender offer will be granted the right to receive \$13 net per share in cash in the subsequent merger.

Crane Co. is a diversified manufacturer of engineered industrial products, serving niche markets in aerospace, fluid handling, automatic merchandising and the construction industry. Crane's wholesale distribution business serves the building products markets and industrial customers.

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CONTACT: D. L. Kelley, Crane Co., Stamford, CT
203/363-7239