

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E4/A

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

Filing Date: **1996-02-08**
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SUBJECT COMPANY

PANTHER PARTNERS LP

CIK: **774228** | IRS No.: **133645760** | Fiscal Year End: **1231**
Type: **SC 13E4/A** | Act: **34** | File No.: **005-44541** | Film No.: **96513003**

Business Address
101 PARK AVE
NEW YORK NY 10178
2129842500

FILED BY

PANTHER PARTNERS LP

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-4

Issuer Tender Offer Statement

(Pursuant to Section 13(e)(1) of the Securities Exchange Act of
1934)

Final Amendment

Panther Partners, L.P.
(Name of Issuer)

Panther Partners, L.P.
(Name of Person(s) Filing Statement)

Partnership Interests
(Title of Class of Securities)

Mr. H. Winston Holt, IV
Panther Management Company, L.P.
101 Park Avenue
New York, New York 10178
(212) 984-2567

With a copy to:

Stephen R. Nelson
Schulte Roth & Zabel
900 Third Avenue
New York, New York 10022
(212) 756-2470

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

January 3, 1996
(Date Tender Offer First Published,
Sent or Given to Security Holders)

Calculation of Filing Fee

Transaction Valuation: \$175,000,000 Amount of Filing Fee: \$35,000

- (a) Calculated as the aggregate maximum purchase price for limited partnership interests.
- (b) Calculated as 1/50th of 1% of the Transaction Valuation.

[XXX] 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: \$35,000
Form or Registration No.: Schedule 13E-4
Filing Party: Panther Partners, L.P.
Date of Filing: January 3, 1996

Page 1 of 3 Pages

This Final Amendment relates to the Issuer Tender Offer Statement on Schedule 13E-4 originally filed on January 3, 1996, as amended in Amendment No. 1, filed on January 4, 1996, and Amendment No. 2, filed on January 18, 1996 (so amended, the "Schedule 13E-4"), by Panther Partners, L.P., a Delaware limited partnership (the "Fund"), in connection with an offer to purchase, for cash, up to \$175,000,000 of partnership interests in the Fund or portions thereof, upon the terms and subject to the conditions set forth in the Offer to Purchase, a copy of which was attached as Exhibit A to the Schedule 13E-4, and in the related Letter of Transmittal, a copy of which was attached as Exhibit B to the Schedule 13E-4. This Final Amendment is being filed in connection with the expiration of the Offer to Purchase.

The following information is furnished pursuant to Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended, and General Instruction D to Schedule 13E-4:

1. The Offer to Purchase expired at 12:00 Midnight, New York City time, on January 31, 1996.

2. At the time the Offer to Purchase expired, \$28,553,482 of partnership interests were validly tendered to,

and accepted by, the Fund.

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.

PANTHER PARTNERS, L.P.

By: Panther Management Company, L.P.
Corporate General Partner

By: Panther Management Corporation
Sole General Partner

By: /s/ Robert E. Fink
Name: Robert E. Fink
Title: Managing Director

February 2, 1996