

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13E3/A

Schedule filed to report going private transactions(Issuer Self-Tender Offer) [amend]

Filing Date: **1999-03-26**  
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### SUBJECT COMPANY

#### HUDSON GENERAL CORP

CIK:**48948** | IRS No.: **131947395** | State of Incorporation: **DE** | Fiscal Year End: **0630**  
Type: **SC 13E3/A** | Act: **34** | File No.: **005-07567** | Film No.: **99574581**  
SIC: **4581** Airports, flying fields & airport terminal services

Mailing Address  
*P O BOX 355  
GREAT NECK NY 11022*

Business Address  
*111 GREAT NECK RD  
GREAT NECK NY 11021  
5164878610*

### FILED BY

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13E-3  
RULE 13E-3 TRANSACTION STATEMENT  
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)

(Amendment No. 1)  
(Final Amendment)

HUDSON GENERAL CORPORATION  
(Name of Issuer)

HUDSON GENERAL CORPORATION  
RIVER ACQUISITION CORP.  
JAY B. LANGNER  
RICHARD D. SEGAL  
(Name of Persons Filing Statement)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE  
(Title of Class of Securities)

443784 10 3  
(CUSIP Numbers of Classes of Securities)

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Noah E. Rockowitz, Esq.  
Hudson General Corporation  
111 Great Neck Road  
Great Neck, New York 11021  
Telephone Number (516) 487-8610  
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(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Person(s) Filing Statement)

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Copies to

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This statement is filed in connection with (check the appropriate box):

- a.  The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C, or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b.  The filing of a registration statement under the Securities Act of 1933.
- c.  A tender offer.
- d.  None of the above

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies.

#### INTRODUCTION

Hudson General Corporation, a Delaware corporation (the "Company"), River Acquisition Corp., a Delaware corporation ("River Acquisition"), Jay B. Langner and Richard D. Segal pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended, and Rule 13e-3 thereunder, hereby amend and supplement their Transaction Statement on Schedule 13E-3 filed with the Securities and Exchange Commission on December 23, 1998, in connection with a proposed acquisition by River Acquisition of all outstanding shares of common stock, par value \$1.00 per share (the "Common Stock"), of the Company. This Amendment No. 1 constitutes the final amendment to their Transaction Statement on Schedule 13E-3.

The Company entered into an Agreement and Plan of Merger (the "GlobeGround Merger Agreement"), dated as of February 15, 1999, with GLGR Acquisition Corporation ("GLGR Acquisition"), an indirect wholly-owned subsidiary of GlobeGround GmbH which, in turn, is an indirect wholly-owned subsidiary of Deutsche Lufthansa AG. The GlobeGround Merger Agreement provided for a cash tender offer (the "Tender Offer") by GLGR Acquisition to purchase all outstanding shares of Common Stock at a price of \$76.00 per share, net to the seller in cash, without interest. The GlobeGround Merger Agreement further provided for the Tender Offer to be followed as soon as possible by a second-step merger pursuant to which GLGR Acquisition would merge with and into the Company (the "Merger"), with the Company as the surviving corporation. Each share of Common Stock not acquired in the Tender Offer will be converted into the right to receive \$76.00 per share in cash in the Merger.

On March 10, 1999, the Company terminated the Agreement and Plan of Merger, dated as of November 22, 1998, as amended, between the Company and River Acquisition.

On March 19, 1999, the Tender Offer by GLGR Acquisition expired and GLGR Acquisition purchased approximately 97% of the Common Stock pursuant to the Tender Offer. Because GLGR Acquisition owns more than 90% of the

outstanding shares of Common Stock, GLGR Acquisition will effect the Merger pursuant to Section 253 of the Delaware General Corporation Law. No action by stockholders of the Company will be required for the Merger to become effective under Section 253 of the Delaware General Corporation Law.

SIGNATURES

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

HUDSON GENERAL CORPORATION

By: /s/ Michael Rubin  
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Name: Michael Rubin

Title: President

RIVER ACQUISITION CORP.

By: /s/ Jay B. Langner  
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Name: Jay B. Langner

Title: Chairman

/s/ Jay B. Langner  
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Jay B. Langner

/s/ Richard D. Segal  
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Richard D. Segal

Dated: March 26, 1999