

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1999-07-27**
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SUBJECT COMPANY

NATIONAL PROCESSING INC

CIK: **1016277** | IRS No.: **611303983** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-50175** | Film No.: **99671077**
SIC: **7374** Computer processing & data preparation

Mailing Address	Business Address
<i>ONE OXMOOR PLACE</i>	<i>1231 DURRETT LANE</i>
<i>101 BULLITT LANE SUITE 450</i>	<i>101 BULLITT LN STE 450</i>
<i>LOUISVILLE KY 40222</i>	<i>LOUISVILLE KY 40285</i>
	<i>5023267000</i>

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	<i>5023267000</i>

FILED BY

NATIONAL CITY CORP

CIK: **69970** | IRS No.: **341111088** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 14D1/A**
SIC: **6021** National commercial banks

Mailing Address	Business Address
<i>1900 EAST NINTH STREET</i>	<i>1900 E NINTH ST</i>
<i>CLEVELAND OH 44114</i>	<i>CLEVELAND OH 44114</i>
	<i>2165752000</i>

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

TENDER OFFER STATEMENT PURSUANT TO SECTION
14(d) (1) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)

and

SCHEDULE 13D
(Amendment No. 7)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

National Processing, Inc.

(Name of Subject Company [Issuer])

National City Corporation

(Bidder)

Common Shares, no par value

(Title of Class of Securities)

637229 10 5

(CUSIP Number of Class of Securities)

DAVID L. ZOELLER, ESQ.
NATIONAL CITY CORPORATION

1900 EAST NINTH STREET
CLEVELAND, OHIO 44114
(216) 575-2000

With a copy to:

CHRISTOPHER M. KELLY, ESQ.
JONES, DAY, REAVIS & POGUE
901 LAKESIDE AVENUE
CLEVELAND, OHIO 44114
(216) 586-3939

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

June 22, 1999

(Date of Event which Requires Filing of This Statement)

(continued on following page(s))

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Page 1 of 6 pages

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CUSIP NO. 637229 10 5

SCHEDULE 14D-1 AND 13D

PAGE 2 OF 6 PAGES

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

National City Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*

OO See Item 4

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2 (e) OR 2 (f)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,365,400

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

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

87.6%

10. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 4 is to the Tender Offer Statement on Schedule 14D-1, originally filed on June 28, 1999, as amended by Amendment No. 1 thereto, filed on June 30, 1999, Amendment No. 2 thereto, filed on July 23, 1999, and Amendment No. 3 thereto, filed on July 26, 1999, that relates to the offer by National City Corporation, a Delaware corporation (the "Purchaser"), to purchase all outstanding common shares, no par value (the "Shares"), of National Processing, Inc., an Ohio corporation (the "Company"), not currently owned by the Purchaser, at a purchase price of \$9.50 per Share, 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 June 28, 1999 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, as amended from time to time,

together constitute the "Offer"), which are annexed to and filed with this Schedule 14D-1 as Exhibits (a)(1) and (a)(2), respectively. This Amendment No. 4 to Schedule 14D-1 is being filed on behalf of the Purchaser. Unless the context otherwise requires, capitalized terms not defined in this Amendment have the meanings assigned to them in the Offer to Purchase.

This Schedule 14D-1 also constitutes Amendment No. 7 to Schedule 13D with respect to the Purchaser's beneficial ownership of the Shares.

The Statement is hereby amended and/or supplemented as provided below:

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6(a) and (b) is hereby amended and supplemented by the following:

The Offer, which had been conditioned upon, among other things, there being validly tendered and not properly withdrawn, a number of Shares representing a majority of Shares not owned by the Purchaser, expired at 12:00 midnight, New York City time, on Monday, July 26, 1999. Because the Minimum Condition was not met, no Shares were purchased pursuant to the Offer. The Purchaser currently owns 44,365,400 Shares, representing 87.6% of the outstanding Shares, and currently has no intention to acquire additional Shares.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended and supplemented by adding to the end thereof the following:

On July 27, 1999, the Purchaser issued a press release, a copy of which is included as exhibit (a)(10) hereto and incorporated herein by reference, which announced the expiration of the Offer without any Shares being purchased.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibit:

(a)(10) Press release issued by the Purchaser on July 27, 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.

Dated: July 27, 1999

NATIONAL CITY CORPORATION

By: /s/ CARLTON E. LANGER

Name: Carlton E. Langer
Title: Vice President and
Assistant Secretary

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EXHIBIT INDEX

EXHIBIT
NO.

DESCRIPTION

(a) (10)

Press release issued by the Purchaser on July 27, 1999.

NATIONAL CITY

NATIONAL CITY CORPORATION
 P.O. Box 5756
 Cleveland, OH 44101-0756

FOR INFORMATION CONTACT:

NEWS RELEASE

Thomas A. Richlovsky
 Senior Vice President and Treasurer
 (216) 575-2126

For Immediate Release

NATIONAL CITY ANNOUNCES RESULTS OF ITS

 TENDER OFFER FOR NATIONAL PROCESSING, INC.

CLEVELAND, Ohio--July 27, 1999--National City Corporation (NYSE:NCC) today announced that less than half of the publicly traded common shares of National Processing, Inc. (NYSE:NAP) not owned by National City had been tendered in response to its offer to purchase all such outstanding shares for \$9.50 per share. National City currently owns approximately 88% of National Processing, Inc.'s outstanding common shares.

The offer was conditioned upon acceptance by a majority of the outstanding shares not currently owned by National City. Since this condition was not met, National City has terminated the offer and will not purchase any shares pursuant to the offer.

National City Corporation is an \$84 billion diversified financial services company headquartered in Cleveland, Ohio. National City operates banks and other financial services subsidiaries principally in Ohio, Michigan, Pennsylvania, Indiana, Kentucky, and Illinois.