

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E3/A

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

Filing Date: **1999-07-27**
SEC Accession No. **0000950152-99-006248**

(HTML Version on secdatabase.com)

SUBJECT COMPANY

NATIONAL PROCESSING INC

CIK: **1016277** | IRS No.: **611303983** | State of Incorp.: **OH** | Fiscal Year End: **1231**
Type: **SC 13E3/A** | Act: **34** | File No.: **005-50175** | Film No.: **99671081**
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>

FILED BY

NATIONAL CITY CORP

CIK: **69970** | IRS No.: **341111088** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **SC 13E3/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>

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-3
RULE 13E-3 TRANSACTION STATEMENT
(PURSUANT TO SECTION 13(e) OF THE SECURITIES EXCHANGE ACT OF 1934)
(Amendment No. 3)

National Processing, Inc.

(Name of the Issuer)

National City Corporation

(Name of the Person(s) Filing Statement)

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, OH 44114
(216) 586-3939

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

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.

=====

2

INTRODUCTION

This Amendment No. 3 to the Rule 13E-3 Transaction Statement (as amended by Amendment No. 1, filed on June 30, 1999, and Amendment No. 2, filed on July 23, 1999, the "Schedule 13E-3") relates to a tender offer by National City Corporation, a Delaware corporation (the "Purchaser"), to purchase any and all outstanding common shares, no par value (the "Shares"), of National Processing, Inc., an Ohio corporation (the "Company"), not currently owned by the Purchaser, for 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 (the "Letter of Transmittal" and, together with the Offer to Purchase, as amended from time to time, the "Offer"), copies of which were filed as Exhibits (a)(1) and (a)(2), respectively, to the Tender Offer Statement on Schedule 14D-1 (as amended, the "Schedule 14-D-1") filed by the Purchaser with the Securities and Exchange Commission on June 28, 1999. This Amendment No. 3 to Schedule 13E-3 is being filed by the Purchaser.

2

3

ITEM 10. INTEREST IN SECURITIES OF THE ISSUER.

Item 10(a)-(b) of the Schedule 13E-3 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 16. ADDITIONAL INFORMATION.

Item 16 of the Schedule 13E-3 is hereby amended and supplemented by the following:

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

ITEM 17. MATERIAL TO BE FILED AS EXHIBITS.

Item 17 of the Schedule 13E-3 is hereby amended and supplemented to add the following exhibit:

(d)(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

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

(d) (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.