

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13E4/A

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

Filing Date: **1995-02-22**  
SEC Accession No. **0000950109-95-000438**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### HILLS STORES CO /NEW/

CIK: **786877** | IRS No.: **311153510** | State of Incorpor.: **DE** | Fiscal Year End: **0131**  
Type: **SC 13E4/A** | Act: **34** | File No.: **005-38982** | Film No.: **95514272**  
SIC: **5311** Department stores

Mailing Address  
15 DAN ROAD  
CANTON MA 02021

Business Address  
15 DAN RD  
CANTON MA 02021  
6178211000

### FILED BY

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13E-4  
(AMENDMENT NO. 1)

ISSUER TENDER OFFER STATEMENT  
(PURSUANT TO SECTION 13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934)

-----  
HILLS STORES COMPANY  
(NAME OF ISSUER)

HILLS STORES COMPANY  
(NAME OF PERSON(S) FILING STATEMENT)

-----  
COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(INCLUDING THE ASSOCIATED PREFERRED STOCK PURCHASE RIGHTS)  
(TITLE OF CLASS OF SECURITIES)

43169210-2  
(CUSIP NUMBER OF CLASS OF SECURITIES)

WILLIAM K. FRIEND, ESQ.  
VICE PRESIDENT--CORPORATE COUNSEL  
HILLS STORES COMPANY  
15 DAN ROAD  
CANTON, MASSACHUSETTS 02021  
(617) 821-1000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED  
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF THE PERSON(S)  
FILING STATEMENT)

COPY TO:  
BARRY B. WHITE, ESQ.  
FOLEY, HOAG & ELIOT  
ONE POST OFFICE SQUARE  
BOSTON, MASSACHUSETTS 02109  
(617) 482-1390

JANUARY 24, 1995  
(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITY HOLDERS)

CALCULATION OF FILING FEE

<TABLE>

<CAPTION>

TRANSACTION VALUATION\*

AMOUNT OF FILING FEE

<S>

\$75,000,000

<C>

\$15,000

</TABLE>

\* Based upon \$25 cash per share for 3,000,000 shares.

[X] Check here 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 is previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$15,000  
Form or Registration No: Schedule  
13E-4

Filing Party: Hills Stores Company  
Date Filed: January 24, 1995

This Amendment No. 1 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 filed on January 24, 1995 (the "Schedule 13E-4"), relating to the offer by Hills Stores Company, a Delaware corporation (the "Company"), to purchase up to 3,000,000 outstanding shares of Common Stock, par value \$.01 per share, of the Company, at a price of \$25 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 24, 1995 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Offer"). Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings assigned to them in the Schedule 13E-4.

#### ITEM 8. ADDITIONAL INFORMATION.

Item 8(e) is hereby amended by adding the following thereto:

The Offer expired at 12:00 midnight, New York City time, on Tuesday, February 21, 1995. The preliminary results of the Offer are set forth in Exhibit (a)(10) hereto and incorporated herein by reference.

#### ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

Item 9 is hereby amended by adding the following as an Exhibit:

(a)(10)--Form of Press Release dated February 22, 1995.

## 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: February 22, 1995

Hills Stores Company

/s/ William K. Friend

By: \_\_\_\_\_  
WILLIAM K. FRIEND, ESQ.  
VICE PRESIDENT--CORPORATE COUNSEL

## EXHIBIT INDEX

<TABLE>  
<CAPTION>

| EXHIBIT NO. | DESCRIPTION  | SEQUENTIALLY<br>NUMBERED<br>PAGE |
|-------------|--|----------------------------------|
| -----       | -----  | -----                            |
| <C>         | <S>  | <C>                              |
| (a) (10)    | --Form of Press Release dated February 22, 1995..... |                                  |

</TABLE>

[LETTERHEAD OF HILLS STORES COMPANY]

FOR IMMEDIATE RELEASE:  
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FEBRUARY 22, 1995

Contact: William K. Friend  
VP--Corporate Counsel  
(617) 821-1000, Ext. 1189

HILLS STORES COMPANY CONCLUDES OFFER TO PURCHASE FOR CASH  
3,000,000 SHARES OF ITS COMMON STOCK AT \$25 NET PER SHARE

CANTON, MASSACHUSETTS, February 22, 1995--Hills Stores Company (NYSE-HDS) announced that its offer to purchase up to 3,000,000 shares of its Common Stock at \$25 per share expired as scheduled at 12:00 midnight, New York City time, on Tuesday, February 21, 1995. As a result of the offer's oversubscription, proration will be required for the 12,480,702 shares tendered by owners who do

not qualify as odd lot owners. The preliminary proration percentage is 23.93% for those shares not qualifying for odd lot status.

On the basis of its preliminary count, Chemical Bank, the depository for the offer, reported that 12,493,652 shares of Hills Stores Company Common Stock were tendered pursuant to the offer. This included 1,467,208 shares that were tendered by notices of guaranteed delivery, all of which are preliminarily assumed to be tenders by owners of 100 or more shares. Of the total shares tendered, qualifying odd lot owners each of whom beneficially owned an aggregate of fewer than 100 shares on the record date of January 23, 1995, tendered 12,950 shares.

The final number of shares tendered pursuant to the offer and the definitive proration factor will be announced on or about March 2, 1995. All shares tendered and not purchased by the Company will be returned to shareholders in accordance with the terms of the offer.

Hills Stores Company is a leading regional discount retailer operating 154 stores in 11 Mid-Western and Mid-Atlantic states.

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