

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D9/A

Tender offer solicitation / recommendation statements filed under Rule 14d-9 [amend]

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

SCOTSMAN INDUSTRIES INC

CIK: **846660** | IRS No.: **363635892** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **SC 14D9/A** | Act: **34** | File No.: **005-40352** | Film No.: **99670601**
SIC: **3585** Air-cond & warm air heatg equip & comm & indl refrig equip

Business Address
820 FOREST EDGE DR
VERNON HILLS IL 60061
8472154600

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Schedule 14D-9
(Amendment No. 5)

SOLICITATION/RECOMMENDATION STATEMENT
PURSUANT TO SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934

Scotsman Industries, Inc.
(Name of Subject Company)

Scotsman Industries, Inc.
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$.10 Per Share
(Title of Class of Securities)

809340 10 2

(CUSIP Number of Class of Securities)

Donald D. Holmes
Vice President-Finance
820 Forest Edge Drive
Vernon Hills, Illinois 60061
(847) 215-4500

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

Copies to:

Thomas A. Cole
Steven Sutherland

The Solicitation/Recommendation Statement on Schedule 14D-9 originally filed on July 9, 1999, as amended on July 15, 1999, July 16, 1999, July 20, 1999 and July 23, 1999 (as amended, the "Schedule 14D-9"), by Scotsman Industries, Inc., a Delaware corporation (the "Company"), related to an offer by Berisford Acquisition Corporation (the "Offeror"), a Delaware corporation and a wholly owned subsidiary of Welbilt Corporation, a Delaware corporation ("Parent"), which is indirectly wholly owned by Berisford plc, a public limited company organized under the laws of England and Wales ("Berisford"), to purchase all outstanding shares of common stock, par value \$0.10 per share ("Shares"), of the Company, is hereby amended. All capitalized terms used herein but not defined herein have the respective meanings set forth in the Schedule 14D-9.

ITEM 3. IDENTITY AND BACKGROUND.

The response to Item 3 is hereby amended by adding the following after the final paragraph of Section (b) (2), Certain Background Information, of Item 3 of the Schedule 14D-9:

The waiting period under the HSR Act with respect to the Offer expired on July 24, 1999.

On July 26, 1999 a representative of Schrodgers informed a representative of Morgan Stanley that the Second Company had approached Berisford and expressed an interest in acquiring certain assets of the Company if Berisford acquires the Company.

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SIGNATURE

After reasonable 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.

SCOTSMAN INDUSTRIES, INC.

By: /s/ Richard C. Osborne

Name: Richard C. Osborne

Title: Chairman of the Board, President
and Chief Executive Officer

Dated: July 27, 1999

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