

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13E4/A

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

Filing Date: **1995-07-12**  
SEC Accession No. **0000950129-95-000760**

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

### SUBJECT COMPANY

#### COOPER INDUSTRIES INC

CIK: **24454** | IRS No.: **314156620** | State of Incorporation: **OH** | Fiscal Year End: **1231**  
Type: **SC 13E4/A** | Act: **34** | File No.: **005-03417** | Film No.: **95553382**  
SIC: **3613** Switchgear & switchboard apparatus

Mailing Address  
*P.O. BOX 4446*  
*HOUSTON TX 77210*

Business Address  
*1001 FANNIN STE 4000*  
*FIRST CITY TWR*  
*HOUSTON TX 77002*  
*7137395400*

### FILED BY

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Final Amendment No. 2  
To  
Schedule 13E-4  
Issuer Tender Offer Statement  
(Pursuant to Section 13(e)(1) of the Securities Exchange Act of 1934)

Cooper Industries, Inc.  
(Name Of Issuer)

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

Common Stock, Par Value \$5.00 Per Share  
(Title of Class of Securities)

216669101  
(CUSIP Number of Class of Securities)

Diane K. Schumacher, Esq.  
Cooper Industries, Inc.  
1001 Fannin, Suite 4000  
Houston, Texas 77002  
(713) 739-5400  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf  
of the Person(s) Filing Statement)

Copy To:

Margaret L. Wolff, Esq.  
Skadden, Arps, Slate, Meagher & Flom  
919 Third Avenue  
New York, New York 10022  
(212) 735-3000

May 31, 1995  
(Date Tender Offer First Published, Sent or Given  
to Security Holders)

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Calculation of Filing Fee

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Transaction Valuation: \$364,562,500(1) Amount of Filing Fee: \$125,712

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/X/ Check box 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 was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$172,476

Filing Party: Cooper Cameron Corporation

Form or Registration No.:

Date Filed: March 14, 1995

Registration Statement on Form S-4 of Cooper Cameron Corporation (No. 33-90288)

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(1) Estimated solely for purposes of calculating the filing fee and computed pursuant to Rule 0-11(a)(4) of the Securities Exchange Act of 1934, as amended. This amount assumes the acquisition by Cooper Industries, Inc. of 9,500,000 shares of its Common stock, par value \$5.00 per share, for \$38.375 per share, the average of the high and low sales prices of a share of such common stock, as reported by the New York Stock Exchange Composite Tape on May 25, 1995.

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This Final Amendment No. 2 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4, dated May 31, 1995, of Cooper Industries, Inc., an Ohio corporation ("Cooper"), relating to the offer by Cooper to exchange 2.25 shares of Common Stock, par value \$.01 per share, of Cooper Cameron Corporation, a Delaware corporation and a wholly-owned subsidiary of Cooper, for each share of Cooper Common Stock, par value \$5.00 per share (the "Cooper Common Stock"), up to 9,500,000 shares of Cooper Common Stock, upon the terms and subject to the conditions set forth in the Offering Circular-Prospectus, dated May 30, 1995 (the "Offering Circular-Prospectus") and in the related Letter of Transmittal. Capitalized terms used but not defined herein have the meanings ascribed to them in the Offering Circular-Prospectus.

Item No. 9. Material to be Filed as Exhibits

Item 9 is hereby amended and supplemented to add the following exhibit:

99.16 Press Release issued by Cooper on July 12, 1995

## SIGNATURES

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 12, 1995

COOPER INDUSTRIES, INC.

By: /s/ Diane K. Schumacher

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 Diane K. Schumacher  
 Sr. Vice President, General  
 Counsel and Secretary

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## INDEX TO EXHIBITS

<TABLE>  
 <CAPTION>

Exhibit

No.

Description

- - - - -

- - - - -

<S>	<C>
99.16	Press Release issued by Cooper on July 12, 1995

</TABLE>

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FOR IMMEDIATE RELEASE  
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July 12, 1995

Contact: Ellen H. Orsburn  
Director, Corporate Communications  
(713) 739-5423

COOPER INDUSTRIES ANNOUNCES FINAL PRORATION  
FACTOR OF 28.079% IN COOPER CAMERON EXCHANGE OFFER

HOUSTON, July 12 -- Cooper Industries, Inc. (NYSE-CBE) announced today the final proration factor of 28.079 percent for its Cooper Cameron exchange offer.

Based on the final count by the exchange agent, 33,739,288 Cooper common shares were tendered for exchange, including 36,619 shares held by odd-lot shareholders, prior to the expiration of the offer. In accordance with the terms of the exchange offer, Cooper accepted all shares tendered by eligible odd-lot holders. All other shares will be prorated at 28.079 percent.

Certificates for shares of Cooper Cameron common stock will be mailed by July 17. Checks in lieu of fractional shares and certificates for Cooper shares not exchanged will be mailed by July 18. After the exchange of shares, Cooper will have approximately 107.5 million shares of common stock outstanding.

Cooper Industries is a diversified, worldwide manufacturer of electrical products, tools and hardware, and automotive products.

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