

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E4/A

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

Filing Date: **1996-01-11**
SEC Accession No. **0000950117-96-000026**

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SUBJECT COMPANY

UNIFORCE TEMPORARY PERSONNEL INC

CIK: **740285** | IRS No.: **131996648** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **SC 13E4/A** | Act: **34** | File No.: **005-35405** | Film No.: **96502778**
SIC: **7363** Help supply services

Mailing Address
*1335 JERICO TPKE
NEW HYDE NY 11040*

Business Address
*1335 JERICO TURNPIKE
NEW HYDE PARK NY 11040
5164373300*

FILED BY

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION
ON JANUARY 11, 1996

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4
(Amendment No. 1)

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

UNIFORCE SERVICES, INC.
(NAME OF ISSUER)

UNIFORCE SERVICES, INC.
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(TITLE OF CLASS OF SECURITIES)

904724101
(CUSIP NUMBER OF CLASS OF SECURITIES)

HARRY V. MACCARRONE
VICE PRESIDENT - FINANCE
1335 JERICHO TURNPIKE
NEW HYDE PARK, NEW YORK 11040
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS
ON BEHALF OF THE PERSON FILING STATEMENT)

COPY TO:

DAVID J. ADLER, ESQ.
OLSHAN GRUNDMAN FROME & ROSENZWEIG LLP
505 PARK AVENUE
NEW YORK, NEW YORK 10022
(212) 753-7200

DECEMBER 11, 1995
(DATE TENDER OFFER FIRST PUBLISHED,

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

AMOUNT OF FILING FEE

\$14,062,500

\$2,813

* Determined in accordance with Rule 0-11(b)(1). Assumes the purchase of 1,250,000 shares at \$11.25 per share.

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. [X]

Amount Previously Paid: \$2,813 Filing Party: Uniforce Services, Inc.
Form or Registration No: Schedule 13E-4 Date Filed: December 11, 1995

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This Amendment No. 1 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 filed on December 11, 1995, relating to the offer by Uniforce Services, Inc., a New York corporation (the "Company"), to purchase up to 1,250,000 outstanding Shares, at a price of \$11.25 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in 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 ascribed to such terms in the Schedule 13E-4.

ITEM 8. ADDITIONAL INFORMATION.

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

The Offer expired at 5:00 P.M., New York City time, on Wednesday, January 10, 1996. The preliminary results of the Offer are set forth in Exhibit(a)(8) hereto.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

Item 9 is hereby amended by adding the following as Exhibits:

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.

UNIFORCE SERVICES, INC.

By: John C. Fanning

Name: John C. Fanning
Title: Chairman, President and
Chief Executive Officer

Dated: January 11, 1996

EXHIBIT INDEX

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<CAPTION>

SEQUENTIALLY
NUMBERED EXHIBIT
PAGE NO.

DESCRIPTION

<S>

(a) (8)

<C>

Form of Press Release, dated January 11, 1996.

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UNIFORCE SERVICES COMPLETES ITS OFFER TO PURCHASE
FOR CASH UP TO 1,250,000 SHARES OF ITS COMMON STOCK
AT \$11.25 NET PER SHARE

NEW HYDE PARK, NEW YORK -- January 11, 1996 -- Uniforce Services, Inc. (Nasdaq National Market) announced today that it had successfully completed its offer to purchase up to 1,250,000 shares of its Common Stock at \$11.25 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 11, 1995 and the related Letter of Transmittal, which together constitute the "Offer." Approximately 1,401,082 shares of Common Stock (representing approximately 33.1% of the outstanding shares) were tendered pursuant to the Offer, according to a preliminary count by Harris Trust Company of New York, the Depositary for the Offer. Accordingly, the Offer is subject to proration pursuant to the terms thereof. Such preliminary count includes shares tendered by notice of guaranteed delivery and is subject to final verification. The Offer expired at 5:00 P.M., New York City time, on Wednesday, January 10, 1996.

The Offer was not conditioned upon any minimum number of shares being tendered. The Offer remains, however, subject to certain conditions, including without limitation, the condition that there not be a reasonable likelihood that the purchase of the shares pursuant to the Offer will cause the shares not to be listed on a national securities exchange or not authorized to be quoted on an inter-dealer quotation system of any registered national securities association. The Company will not under any circumstances waive this condition.

Questions may be directed to Morrow & Co., Inc., the Information Agent for the Offer, by calling collect (800) 662-5200.

Contact: Robert Ende, Uniforce Services, Inc., (516) 437-3300.