

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D1/A

Tender offer statement. [amend]

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

#### COACH USA INC

CIK: **1011147** | IRS No.: **760496471** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-47795** | Film No.: **99670525**  
SIC: **4100** Local & suburban transit & interurban hwy passenger trans

Mailing Address  
*ONE RIVERWAY  
STE 600  
HOUSTON TX 77056-1903*

Business Address  
*ONE RIVERWAY  
STE 600  
HOUSTON TX 77056-1903  
8882622487*

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Type: **SC 14D1/A** | Act: **34** | File No.: **005-47795** | Film No.: **99670526**  
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STE 600  
HOUSTON TX 77056-1903*

Business Address  
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STE 600  
HOUSTON TX 77056-1903  
8882622487*

### FILED BY

#### SCH HOLDINGS CORP

CIK: **1088905** | IRS No.: **000000000**  
Type: **SC 14D1/A**

Mailing Address  
*CHARLOTTE HOUSE  
20 CHARLOTTE STREET  
PERTH SCOTLAND X1*

Business Address  
*CHARLOTTE HOUSE  
20 CHARLOTTE STREET  
PERTH SCOTLAND X1 00000  
1738442111*

#### SCH HOLDINGS CORP

CIK: **1088905** | IRS No.: **000000000**  
Type: **SC 14D1/A**

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*CHARLOTTE HOUSE  
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PERTH SCOTLAND X1 00000  
1738442111*

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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SCHEDULE 14D-1  
TENDER OFFER STATEMENT  
PURSUANT TO SECTION 14(D) (1) OF THE SECURITIES EXCHANGE ACT OF 1934  
AND  
STATEMENT ON

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(FINAL AMENDMENT)  
-----

COACH USA, INC.  
(NAME OF SUBJECT COMPANY)

STAGECOACH HOLDINGS PLC  
AND

SCH HOLDINGS CORP.  
(BIDDER)

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

18975L106  
(CUSIP NUMBER OF CLASS OF SECURITIES)

KEITH COCHRANE  
CHARLOTTE HOUSE  
20 CHARLOTTE STREET  
PERTH PH 15LL  
SCOTLAND

TELEPHONE: +44-1738-442-111  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED  
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

COPIES TO:  
MICHAEL O. WOLFSON, ESQ.  
99 BISHOPSGATE, 21ST FLOOR  
LONDON EC2M 3YH  
TELEPHONE: +44-207-422-4000

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This final amendment (the "Final Amendment") amends and supplements the Tender Offer Statement on Schedule 14D-1 and Statement on Schedule 13D filed on June 18, 1999 (as previously amended and supplemented, the "Schedule 14D-1/13D") relating to the offer by SCH Holdings Corp., a Delaware corporation ("Purchaser"), to purchase all of the outstanding shares of Common Stock, par value \$0.01 per share (the "Shares"), of Coach USA, Inc., a Delaware corporation (the "Company"), at a purchase price of \$42.00 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 18, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with the Offer to Purchase, constitute the "Offer"). Purchaser is a subsidiary of Stagecoach Holdings plc, a public limited company organized under the laws of Scotland ("Parent").

Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings assigned to them in the Schedule 14D-1/13D.

The Schedule 14D-1/13D is hereby amended and supplemented as follows:

On July 26, 1999, a press release was issued announcing the extension of the Offer until 12:00 noon, New York City time, on Monday, July 26, 1999. The full text of the press release is set forth in Exhibit 11(a)(13) and is incorporated herein by reference.

At 12:00 p.m., New York City time, on Monday July 26, 1999, the Offer expired. Based on information provided by the Depositary, a total of 25,177,547 Shares (or approximately 97.0% of the Shares outstanding) (including approximately 1,077,920 Shares subject to guarantee of delivery) were validly tendered and not properly withdrawn pursuant to the Offer. Purchaser has accepted for payment, and has notified the Depositary to promptly pay for, the tendered and accepted Shares at the purchase price of \$42.00 per Share in cash, without interest, less any applicable withholding taxes.

Also on July 26, 1999, pursuant to the Merger Agreement and in accordance with Delaware General Corporation Law, Purchaser is consummating the Merger, whereby the Company is being merged with and into Purchaser with Purchaser continuing as the surviving corporation in the Merger (the "Surviving Corporation"). Because Purchaser has acquired at least 90% of the Shares, the Merger is being effected without a meeting of the stockholders of Company. As a result of the Merger, the Surviving Corporation will become a wholly owned subsidiary of Parent and each outstanding Share (other than Shares held in the treasury of the Company and Shares owned by Purchaser, Parent or any other subsidiary of Parent or the Company, which were canceled, and other than Shares, if any, for which stockholders properly exercise appraisal rights under applicable state law) is being canceled, extinguished and converted into the right to receive \$42.00 in cash, without interest thereon, less any applicable

withholding taxes.

The consummation of the Offer and the Merger was publicly announced in a press release issued on July 26, 1999, a copy of which is filed as Exhibit 11(a)(14) hereto and incorporated herein by reference.

On July 27, 1999, the Surviving Corporation is filing a Form 15 with the Securities and Exchange Commission, thereby suspending its duty to file reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934, as amended, in accordance with Rule 12h-3(b)(1)(i) thereunder and is requesting that the NYSE delist the Shares from the New York Stock Exchange.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(13) Press Release issued on July 26, 1999.

(a)(14) Press Release issued on July 26, 1999.

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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.

STAGECOACH HOLDINGS plc

By: /s/ KEITH COCHRANE

-----  
Name: Keith Cochrane  
Title: Group Finance Director

SCH HOLDINGS CORP.

By: /s/ KEITH COCHRANE

-----  
Name: Keith Cochrane  
Title: President

Date: July 26, 1999

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EXHIBIT INDEX

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EXHIBIT

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NO.	DESCRIPTION	NO.
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<S>	<C>	<C>
(a) (13)	Press Release issued on July 26, 1999.....	
(a) (14)	Press Release issued on July 26, 1999.....	
</TABLE>		

Contact: London:  
Smithfield Financial  
John Kiely  
0207 360 4900

New York:  
Kekst and Company  
Ruth Pachman/Sarah Zitter Milstein  
212-521-4800

FOR IMMEDIATE RELEASE

## STAGECOACH EXTENDS COACH USA TENDER OFFER UNTIL 12:00 NOON

LONDON, ENGLAND JULY 26, 1999 -- Stagecoach Holdings plc and its subsidiary SCH Holdings Corp. today announced that SCH Holdings Corp. has extended its \$42.00 per share tender offer for all outstanding shares of common stock of Coach USA, Inc. (NYSE: CUI) for an additional two hours until Noon, New York City time, on Monday, July 26, 1999. As of the close of business on July 23, 1999, approximately 23,252,649 shares, or approximately 89.8% of outstanding Coach common stock, had been validly tendered and delivered in connection with the tender offer, and an additional 1,468,502 shares, or approximately 5.7%, had been tendered subject to guaranteed delivery, thus satisfying the minimum condition to the tender offer.

The two-hour extension has been made in accordance with the merger agreement with Coach and the terms of the tender offer in order to allow shares to be delivered pursuant to the guaranteed delivery procedures and to allow additional stockholders to tender their shares. If at least 90% of the outstanding shares are delivered physically or by book-entry and purchased in the tender offer, Stagecoach will be able to cause the merger of Coach into SCH Holdings promptly after acceptance of the tendered shares for payment pursuant to the tender offer.

# # #

Contact: London:  
Smithfield Financial  
John Kiely  
0207 360 4900

New York:  
Kekst and Company  
Ruth Pachman / Sarah Zitter Milstein  
212-521-4800

FOR IMMEDIATE RELEASE

STAGECOACH COMPLETES ACQUISITION OF COACH USA

NEW YORK, NEW YORK, JULY 26, 1999 -- Stagecoach Holdings plc announced today in connection with its acquisition of Coach USA, Inc. (NYSE: CUI) that its subsidiary SCH Holdings Corp. has completed its cash tender offer for all outstanding shares of common stock of Coach, at a price of \$42.00 per share.

As of the expiration of the tender offer, approximately 25,177,547 shares or 97.0% of Coach's outstanding common stock had been tendered, including approximately 1,077,920 shares tendered by guaranteed delivery.

The tender offer is being followed by a merger today of SCH Holdings Corp. and Coach, in which the remaining Coach shares outstanding are being converted into the right to receive \$42.00 in cash per share, without interest thereon, and Coach is becoming a wholly owned subsidiary of Stagecoach. The transaction is valued at approximately \$1.7 billion, including assumption of debt.

Mr. Brian Souter, executive chairman of Stagecoach, welcomed the acceptance of the tender offer. "We are delighted that our offer has been successful. We are excited at the opportunities to develop the Coach businesses both through acquisitions and by organic growth."

The shares of Coach will be placed in voting trusts pending approval of the transaction by the United States Surface Transportation Board, expected in the latter half of 1999.

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