

FOX & HOUND RESTAURANT GROUP
Form SC TO-C
December 20, 2005
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(RULE 14d-100)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

FOX & HOUND RESTAURANT GROUP

(Name of Subject Company)

F&H ACQUISITION CORP.

NEWCASTLE PARTNERS, L.P.

STEEL PARTNERS II, L.P.

(Names of Filing Persons Offeror)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

351321104

(CUSIP Number of Class of Securities)

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MARK E. SCHWARZ

MANAGING MEMBER

NEWCASTLE PARTNERS, L.P.

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

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

F&H Acquisition Corp. has signed and delivered in escrow a definitive tender offer/merger agreement (the "Merger Agreement") to acquire all of the outstanding shares of common stock of Fox & Hound Restaurant Group ("Fox & Hound") not already owned by it for \$14.50 per share. The Merger Agreement is being held in escrow pursuant to a letter agreement (the "Escrow Letter") with Fox & Hound. Pursuant to the Escrow Letter, Fox & Hound has agreed to execute and deliver the Merger Agreement before January 6, 2006, unless prior to such time Fox & Hound's Board of Directors has determined that the proposal contemplated by the Merger Agreement no longer constitutes a superior offer or Fox & Hound gives notice to F&H Acquisition Corp. that Fox & Hound is unable to make the representations and warranties or perform its obligations under the Merger Agreement.