

GENERAL CABLE CORP /DE/

Form SC TO-I/A

November 28, 2005

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Schedule TO/A
(Amendment No. 1)
(Rule 14d-100)**

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

General Cable Corporation
(Name of Subject Company (Issuer) and Filing Person (Offeror))

5.75% Series A Redeemable Convertible Preferred Stock, \$50.00 Liquidation Preference Per Share

(Title of Class of Securities)

369300207, 369300306

(CUSIP Number of Class of Securities)

Robert J. Siverd

Executive Vice President, General Counsel and Secretary

General Cable Corporation

4 Tesseneer Drive

Highland Heights, Kentucky 41076

(859) 572-8000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

With Copies to:

**Alan H. Lieblich, Esquire
Jeffrey M. Taylor, Esquire
Blank Rome LLP
One Logan Square
Philadelphia, Pennsylvania 19103-6998
(215) 569-5500**

**Robert Evans III, Esquire
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022-6069
(212) 848-4000**

CALCULATION OF FILING FEE

Transaction Valuation (1)

\$188,361,537

Amount of Filing Fee (2)

\$22,170.15

(1) For purposes of calculating the filing fee pursuant to Section 13(e)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and Rule 0-11(b)(2) promulgated thereunder, the Transaction Valuation was calculated on the basis of the product of (a) 2,069,907 shares of the Registrant's 5.75% Series A Redeemable

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Convertible Preferred Stock (Preferred Stock) proposed to be acquired by the Registrant and (b) \$91.00, which is the average of the bid and asked price of the Preferred Stock on the over-the-counter market as of November 4, 2005.

- (2) The filing fee, calculated in accordance with Section 13(e)(3) of the Exchange Act is equal to \$117.70 for each \$1,000,000 of the aggregate Transaction Value, and, as set forth below, has been offset as provided in Rule 0-11(a)(2) by \$20,215.04, representing the registration fees paid under Section 6(b) of the Securities Act of 1933, as amended, with respect to this transaction.
- 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: \$20,215.04
Form or Registration No.: Form S-4 (File No. 333-129577)
Amount Previously Paid: \$1,955.11
Form or Registration No.: Schedule TO

Filing Party: General Cable Corporation
Date Filed: November 9, 2005
Filing Party: General Cable Corporation
Date Filed: November 9, 2005

- 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:
-

This Amendment No. 1 (this Amendment) to the Issuer Tender Offer Statement on Schedule TO (as amended and supplemented, the Schedule TO) of General Cable Corporation, a Delaware corporation (the Company), is being filed by the Company and relates to an offer (the Conversion Offer) by the Company to pay a cash premium upon the conversion of any and all of the Company's 5.75% Series A Redeemable Convertible Preferred Stock, \$50.00 liquidation preference per share (the Preferred Stock), into shares of the Company's common stock, \$0.01 par value per share (the Common Stock), upon the terms and subject to the conditions set forth in the conversion offer prospectus dated November 9, 2005 (the Conversion Offer Prospectus) and the related letter of transmittal. The Conversion Offer Prospectus and the related letter of transmittal form parts of the Company's Registration Statement on Form S-4 (File No. 333-129577), as filed with the Securities and Exchange Commission (the SEC) on November 9, 2005 (the Registration Statement), relating to the shares of Common Stock to be issued to holders of Preferred Stock who validly surrender their shares of Preferred Stock for conversion in the Conversion Offer, and the Conversion Offer Prospectus and the related letter of transmittal are incorporated by reference in the Schedule TO to the extent provided in the Schedule TO.

This Amendment is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended. To the extent noted, information set forth in the Registration Statement is incorporated by reference in response to Items 1 through 13 of the Schedule TO, except those items as to which information is specifically provided in the Schedule TO.

Item 4. Terms of the Transaction.

(a) *Material Terms.* The information contained in the Conversion Offer Prospectus in the sections entitled The Conversion Offer, Comparison of Rights Between the Series A Preferred Stock and Our Common Stock and Material U.S. Federal Income Tax Considerations, and in the related letter of transmittal, is incorporated herein by reference in response to this item. In addition, the information contained in the Company's Current Report on Form 8-K dated November 28, 2005, as filed with the SEC on November 28, 2005 (the November 28, 2005 Form 8-K), is incorporated herein by reference in response to this item.

Item 6. Purposes of the Transaction and Plans or Proposals.

(c) *Plans.* The information set forth in the Conversion Offer Prospectus in the sections entitled Summary Recent Developments, Risk Factors Risks Related to Our Business Our substantial debt could adversely affect our business, Capitalization, and The Conversion Offer is incorporated herein by reference in response to this item. In addition, the information contained in the November 28, 2005 Form 8-K is incorporated herein by reference in response to this item.

Item 7. Source and Amount of Funds or Other Consideration.

(a) *Source of Funds.* The information set forth in the Conversion Offer Prospectus in the sections entitled Summary Sources and Amount of Conversion Consideration, The Conversion Offer Terms of the Conversion Offer and Capitalization, as amended by the information contained in the November 28, 2005 Form 8-K, is incorporated herein by reference in response to this item.

(b) *Conditions.* The information set forth in the Conversion Offer Prospectus in the sections entitled The Conversion Offer Terms of the Conversion Offer and The Conversion Offer Conditions to the Conversion Offer, as amended by the information contained in the November 28, 2005 Form 8-K, is incorporated herein by reference in response to this item.

(d) *Borrowed Funds.* The information set forth in the Conversion Offer Prospectus in the sections entitled The Conversion Offer Terms of the Conversion Offer is incorporated herein by reference in response to this item. In addition, the information set forth in the section entitled Liquidity and Capital Resources in Part II, Item 2 of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2005, as amended by the information contained in the November 28, 2005

Form 8-K, relating to the material terms and conditions of the Company's senior secured credit facility is incorporated herein by reference in response to this item. This senior secured credit facility is maintained pursuant to an amended and restated Credit Agreement among the Company and certain of its subsidiaries, Merrill Lynch Capital as Collateral and Administrative Agent, National City Business Credit, Inc. as Syndication Agent, and the other lenders and agents named in such agreement.

Other than such repayments of principal or interest as may be required pursuant to the terms of the senior secured credit facility, the Company has no present plans or arrangements to finance or repay any amounts borrowed thereunder in connection with the Conversion Offer.

Item 11. Additional Information.

(a) *Agreements, Regulatory Requirements and Legal Proceedings.* The information set forth in the Conversion Offer Prospectus in the sections entitled "Interests of Directors and Officers" and "The Conversion Offer - Conditions to the Conversion Offer," as amended by the information contained in the November 28, 2005 Form 8-K, is incorporated herein by reference in response to this item.

(b) *Other Material Information.* Not applicable.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(i)	Conversion Offer Prospectus, dated November 9, 2005 (incorporated herein by reference to the Registration Statement)
(a)(1)(ii)	Letter of Transmittal (incorporated by reference to Exhibit 99.1 to the Registration Statement)
(a)(1)(iii)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.2 to the Registration Statement)
(a)(1)(iv)	Letter to Clients (incorporated by reference to Exhibit 99.3 to the Registration Statement)
(a)(1)(v)	Form W-9 and Instructions thereto (incorporated by reference to Exhibit 99.4 to the Registration Statement)
(a)(1)(vi)	Press Release, dated November 9, 2005 (filed pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 13e-4(c) under the Securities Exchange Act of 1934)*
(a)(1)(vii)	Press Release, dated November 28, 2005 (incorporated by reference to Exhibit 99.1 to the November 28, 2005 Form 8-K (File No. 1-12983))
(b)(1)	Credit Agreement by and among the Company, General Cable Industries, Inc., Merrill Lynch Capital as Collateral and Syndication Agent, UBS AG as Administrative Agent, and the other guarantors and lenders who are signatories thereto, dated November 24, 2003 (incorporated by reference to Exhibit 10.63 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, as filed with the SEC on March 12, 2004 (File No. 1-12983))
(b)(2)	First Amendment, dated April 14, 2004, to the Credit Agreement by and among the Company, General Cable Industries, Inc., Merrill Lynch Capital as Collateral and Syndication Agent, UBS AG as Administrative Agent, and the other guarantors and lenders who are signatories thereto, dated November 24, 2003 (incorporated by reference to Exhibit 10.66 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004, as filed with the SEC on May 7, 2004 (File No. 1-12983))
(b)(3)	Amended and Restated Credit Agreement, by and among the Company, Merrill Lynch Capital as Collateral and Syndication Agent, UBS AG as Administrative Agent, and the other guarantors and lenders who are signatories thereto, dated October 22, 2004 (incorporated by reference to Exhibit 10.69 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2004, as filed with the SEC on November 5, 2004 (File No. 1-12983))

Exhibit Number	Description
(b)(4)	Second Amended and Restated Credit Agreement, dated November 23, 2005, by and among the Company, General Cable Industries, Inc., Merrill Lynch Capital as Administrative Agent, Collateral Agent and Swingline Lender, National City Business Credit, Inc. as Syndication Agent, Bank of America, N.A. as Documentation Agent, and the other guarantors and lenders who are signatories thereto
(d)(1)	Dealer Manager Agreement, dated November 9, 2005, by and between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated herein by reference to Exhibit 1.1 to the Registration Statement)
(d)(2)	Conversion Agent Agreement, dated November 9, 2005, by and between Mellon Investor Services LLC and General Cable Corporation (incorporated by reference to Exhibit 99.5 to the Registration Statement)
(d)(3)	Information Agent Agreement, dated November 2, 2005, by and between D.F. King & Co., Inc. and General Cable Corporation (incorporated by reference to Exhibit 99.6 to the Registration Statement)
(h)	Tax Opinion of Blank Rome LLP (incorporated herein by reference to Exhibit 5.1 to the Registration Statement)

* Previously filed.
To be filed by amendment

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.

GENERAL CABLE CORPORATION

By: /s/ Robert J. Siverd

Robert J. Siverd
Executive Vice President, General Counsel
and Secretary

Date: November 28, 2005

EXHIBIT INDEX

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