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ENERGIZER HOLDINGS INC
Form SC TO-I/A
September 03, 2002

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
(AMENDMENT NO. 2)
(FINAL AMENDMENT)

ENERGIZER HOLDINGS, INC.
(Name of Subject Company (Issuer and Offeror))

ENERGIZER HOLDINGS, INC.
(Names of Filing Persons (Issuer))

COMMON STOCK, PAR VALUE \$.01 PER SHARE, AND RELATED COMMON STOCK PURCHASE RIGHTS

(Title of Class of Securities)

29266R108
(CUSIP Number of Class of Securities)

Harry L. Strachan, Esq.
Vice President and General Counsel
Energizer Holdings, Inc.
533 Maryville University Drive
St. Louis, Missouri 63141
(314) 985-2000

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

COPY TO:
R. Randall Wang, Esq.
John M. Welge, Esq.
Bryan Cave LLP
One Metropolitan Square
211 North Broadway, Suite 3600
St. Louis, Missouri 63102
(314) 259-2000
Fax: (314) 259-2020

CALCULATION OF FILING FEE	
TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$174,000,000	\$16,008

* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 6,000,000 shares of common stock at the maximum tender offer price of \$29.00 per share. The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

** Previously Paid.

// Check the 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

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Form or Schedule and the date of its filing.

// 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.
/X/ 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: /X/

This Amendment No. 2 to the Tender Offer Statement on Schedule TO relates to the offer by Energizer Holdings, Inc., a Missouri corporation, to purchase shares of its common stock, \$.01 par value per share. Energizer offered to purchase up to 6,000,000 shares, or such lesser number of shares as were properly tendered and not withdrawn, at a price not in excess of \$29.00 nor less than \$25.50 per share, net to the seller in cash, without interest. Energizer's offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 5, 2002 and in the related Letter of Transmittal, as amended from time to time, which together constitute the offer. All shares tendered and purchased include the associated common stock purchase rights issued pursuant to the Rights Agreement effective as of March 16, 2000 between Energizer and Continental Stock Transfer & Trust Company, as rights agent, and, unless the context otherwise requires, all references to shares include the associated common stock purchase rights. This Amendment No. 2 to the Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c) of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the related Letter of Transmittal were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment No. 2 to the Schedule TO by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following language:

The tender offer expired at 12:00 Midnight, New York City time, on Friday, August 30, 2002. Based on a count by the depositary for the tender offer, 2,636,048 shares of common stock (including 199,887 shares tendered through notice of guaranteed delivery), representing approximately 2.9% of the company's outstanding shares, were properly tendered and not withdrawn at prices at or below \$29.00 per share. Pursuant to applicable securities laws, Energizer accepted for payment all shares properly tendered and not withdrawn at a purchase price of \$29.00 per share in accordance with the terms of the offer. On September 3, 2002, the Company issued a press release announcing the results of the offer. A copy of this press release is filed as Exhibit (a)(5)(F) to the Schedule TO and is incorporated herein by reference.

ITEM 11. ADDITIONAL INFORMATION.

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Item 11 of the Schedule TO is hereby amended and supplemented by adding the following language:

On September 3, 2002, Energizer Holdings, Inc. issued a press release relating to the announcement of the results of its self-tender offer, which expired on August 30, 2002. This press release is included herein as Exhibits (a)(5)(F) and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

EXHIBIT NO.	DESCRIPTION
(a)(5)(F)	Press Release dated September 3, 2002.

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.

ENERGIZER HOLDINGS, INC.

By: /s/DANIEL J. SESCLEIFER

Daniel J. Sescleifer
Executive Vice President and
Chief Financial Officer

Dated: September 3, 2002

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
(a)(1)(A)	Offer to Purchase dated August 5, 2002.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 5, 2002.*
(a)(2)	Not Applicable.
(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(a)(5)(A)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 5, 2002.*
(a)(5)(B)	Guidelines for Certification of Taxpayer Identification Number on Substitute W-9.*
(a)(5)(C)	Summary Advertisement dated August 5, 2002.*
(a)(5)(D)	Press Release dated August 5, 2002.*
(a)(5)(E)	Letter to Shareholders from the Chief Executive Officer of the Company, dated August 5, 2002.*
(a)(5)(F)	Press Release dated September 3, 2002.
(b)(1)	Debt Assignment, Assumption and Release Agreement by and among Ralston Purina Company, Energizer Holdings, Inc. and Bank One, N.A., incorporated by reference to Exhibit 10(i) of the Company's Post-Effective Amendment No. 1 to Form 10, filed April 19, 2000 (SEC File No. 001-15401).*

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- (b) (2) 5-Year Revolving Credit Agreement between Ralston Purina Company and Bank One, N.A., incorporated by reference to Exhibit 10(iii) of the Company's Post-Effective Amendment No. 1 to Form 10, filed April 19, 2000 (SEC File No. 001-15401).*
- (b) (3) Asset Securitization Receivable Purchase Agreement between Energizer Holdings, Inc., Falcon Asset Securitization Corporation and Bank One, N.A., incorporated by reference to Exhibit 10(v) of the Company's Post-Effective Amendment No. 1 to Form 10, filed April 19, 2000 (SEC File No. 001-15401).*
- (d) Rights Agreement effective as of March 16, 2000 between the Company and Continental Stock Transfer & Trust Company, as rights agent, incorporated by reference to Exhibit 4 of the Company's Post-Effective Amendment No. 1 to Form 10, filed April 19, 2000 (SEC File No. 001-15401).*
- (g) Not Applicable.
- (h) Not Applicable.

* Previously Filed.