

TRI-S SECURITY CORP
Form SC TO-I/A
October 17, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 3

TO

SCHEDULE TO

(Rule 14d-100)

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

TRI-S SECURITY CORPORATION

(Name of Subject Company (Issuer) and Filing Person (Offeror))

10% Convertible Promissory Notes Due 2008

(Title of Class of Securities)

895578102

(CUSIP Number of Class of Securities (Underlying Common Stock))

Nicolas V. Chater

Chief Financial Officer

Tri-S Security Corporation

Royal Centre One

11675 Great Oaks Way, Suite 120

Alpharetta, Georgia 30022

(678) 808-1540

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

with copies to:

Steven E. Fox, Esq.

Lori A. Gelchion, Esq.

Rogers & Hardin LLP

2700 International Tower,

229 Peachtree Street, NE

Atlanta, Georgia 30303

(404) 522-4700

CALCULATION OF FILING FEE

**Transaction Value¹
\$7,665,000**

**Amount of Filing Fee²
\$301.23***

¹ Calculated solely for purposes of estimating the filing fee. The transaction value assumes the exchange of \$7,665,000 in aggregate principal amount of 10% Convertible Promissory Notes Due 2008 of Tri-S Security Corporation (the Existing Notes) for new securities.

² The amount of the filing fee was calculated at a rate of \$39.30 per \$1,000,000 of transaction value.

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* Previously paid.

.. Check the box if any part of the fee is offset as provided in 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: Not applicable
Form or Registration No.: Not applicable

Filing Party: Not applicable
Date Filed: Not applicable

.. Check the appropriate 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: ..

Introductory Note

This Amendment No. 3 to Schedule TO (this Amendment No. 3) amends and supplements the issuer tender offer statement on Schedule TO initially filed with the Securities and Exchange Commission (the SEC) by Tri-S Security Corporation, a Georgia corporation (the Company), on August 20, 2008 and amended on September 18, 2008 and October 2, 2008 (as amended and supplemented, the Schedule TO), pursuant to Rule 13e-4 of the Securities Exchange Act of 1934, as amended, in connection with its offer to exchange (the Exchange Offer) its 10% Convertible Promissory Notes Due 2008 for new securities. The Exchange Offer is being made on the terms and subject to the conditions set forth in the Company's offer to exchange, as amended and restated on October 17, 2008 (as may be further amended or supplemented from time to time, the Offer to Exchange), and in the related Exchange Offer materials which are filed as Exhibits (a)(1)(A) to (a)(1)(D) to the Schedule TO (which Offer to Exchange and related Exchange Offer materials, as amended or supplemented from time to time, collectively constitute the Offer Materials).

The information in the Offer Materials, including all exhibits thereto and documents incorporated therein by reference, is incorporated in this Amendment No. 3 by reference to all the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent provided herein.

Item 1. Summary Term Sheet.

The information in the Offer to Exchange under the heading Summary of the Exchange Offer is incorporated herein by reference in response to this Item 1.

Item 4. Terms of the Transaction.

The information in the Offer to Exchange under the headings Summary of the Exchange Offer, The Exchange Offer, Description of the New Notes, Description of the Warrants, Description of Capital Stock and Certain U.S. Federal Income Tax Considerations is incorporated herein by reference in response to this Item 4.

Item 5. Past Contacts, Transactions, Negotiations, and Agreements.

The information in the Exchange Offer under the heading Other Agreements is incorporated herein by reference in response to this Item 5.

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

(a) *Purposes.* The information in the Offer to Exchange under the heading Summary of the Exchange Offer Questions and Answers About the Exchange Offer Why are we making the Exchange Offer? is incorporated herein by reference in response to this Item 6(a).

(c) *Plans.*

(1) None.

(2) None.

- (3) The information in the Offer to Exchange under the headings Capitalization and Unaudited Pro Forma Financial Data is incorporated herein by reference in response to this Item 6(c)(3).
- (4) The information in the Offer to Exchange under the headings Other Agreements Changes in our Board of Directors and Other Agreements Changes in Executive Compensation is incorporated herein by reference in response to this Item 6(c)(4).
- (5) None.
- (6) The information in the Offer to Exchange under the heading Risk Factors Risks Relating to Our Securities If the NASDAQ Stock Market does not accept our compliance plan, then steps will be taken to delist our securities from the NASDAQ Capital Market is incorporated herein by reference in response to this Item 6(c)(6).
- (7) None.
- (8) None.
- (9) None.
- (10) None.

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

The information in the Offer to Exchange under the headings Summary of the Exchange Offer and The Exchange Offer is incorporated herein by reference in response to this Item 7.

Item 9. Persons/Assets, Retained, Employed, Compensated, or Used.

The information in the Offer to Exchange under the heading The Exchange Offer Solicitation is incorporated herein by reference in response to this Item 9.

Item 10. Financial Statements.

(b) *Pro Forma Information.* The information in the Offer to Exchange under the headings Capitalization and Unaudited Pro Forma Financial Data is incorporated herein by reference in partial response to this Item 10.

Item 12. Exhibits.

- (a)(1)(A) Offer to Exchange, as amended and restated on October 17, 2008.
- (a)(1)(B) Letter of Transmittal, as amended and restated on October 17, 2008.
- (a)(1)(C) Sample Form of 14% Convertible Promissory Note Due 2010, as amended and restated on October 17, 2008.

- (a)(1)(D) Sample Form of Warrant, as amended and restated on October 17, 2008.
- (a)(5)(A) Tri-S Security Corporation's Annual Report on Form 10-K for the year ended December 31, 2007, as amended by Amendment No. 1 thereto, filed with the SEC and incorporated herein by reference.
- (a)(5)(B) Tri-S Security Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, filed with the SEC and incorporated herein by reference.
- (a)(5)(C) Tri-S Security Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed with the SEC and incorporated herein by reference.
- (a)(5)(D) Announcement of Tri-S Security Corporation dated September 18, 2008.*
- (a)(5)(E) Announcement of Tri-S Security Corporation dated October 2, 2008.*
- (a)(5)(F) Announcement of Tri-S Security Corporation dated October 17, 2008 (regarding amendment and extension of the Exchange Offer).
- (a)(5)(G) Tri-S Security Corporation's Current Report on Form 8-K filed with the SEC on January 7, 2008 and incorporated herein by reference.
- (a)(5)(H) Tri-S Security Corporation's Current Report on Form 8-K filed with the SEC on March 3, 2008 and incorporated herein by reference.
- (a)(5)(I) Tri-S Security Corporation's Current Report on Form 8-K filed with the SEC on March 27, 2008 and incorporated herein by reference.
- (a)(5)(J) Tri-S Security Corporation's Current Report on Form 8-K filed with the SEC on April 2, 2008 and incorporated herein by reference.
- (a)(5)(K) Tri-S Security Corporation's Current Report on Form 8-K filed with the SEC on May 6, 2008 and incorporated herein by reference.
- (a)(5)(L) Tri-S Security Corporation's Current Report on Form 8-K filed with the SEC on August 5, 2008 and incorporated herein by reference.
- (a)(5)(M) Tri-S Security Corporation's Current Report on Form 8-K filed with the SEC on August 13, 2008 and incorporated herein by reference.

- (a)(5)(N) Tri-S Security Corporation s Current Report on Form 8-K filed with the SEC on August 26, 2008 and incorporated herein by reference.
- (a)(5)(O) Tri-S Security Corporation s Current Report on Form 8-K filed with the SEC on September 18, 2008 and incorporated herein by reference.
- (a)(5)(P) Tri-S Security Corporation s Current Report on Form 8-K filed with the SEC on October 14, 2008 and incorporated herein by reference.
- (a)(5)(Q) Tri-S Security Corporation s Current Report on Form 8-K filed with the SEC on October 17, 2008 and incorporated herein by reference.

* Previously filed.

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.

Dated: October 17, 2008

TRI-S SECURITY CORPORATION

By: /s/ Nicolas V. Chater
Nicolas V. Chater
Chief Financial Officer

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