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ALLCITY INSURANCE CO /NY/
Form SC TO-C
March 25, 2003

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

ALLCITY INSURANCE COMPANY

(Name of Subject Company (Issuer))

LEUCADIA NATIONAL CORPORATION

(Names of Filing Persons (Identifying Status as
Offeror, Issuer or Other Person))

Common Shares, \$1.00 par value per share

(Title of Class of Securities)

016752107

(CUSIP Number of Class of Securities)

Andrea A. Bernstein, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

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

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee*

not applicable

not applicable

* As the filing contains only preliminary communications made before the commencement of the tender offer, no filing fee is required.

[] 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 Form or Schedule and the date of its filing.

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Amount Previously Paid: Not applicable

Filing Party: Not applicable

Form or Registration No.: Not applicable

Date Filed: Not applicable

[X] 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.

[X] going-private transaction subject to Rule 13e-3.

[X] 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 Tender Offer Statement on Schedule TO is filed by Leucadia National Corporation ("Leucadia"). Pursuant to General Instruction D to Schedule TO, this Schedule TO relates to pre-commencement communications by Leucadia.

Leucadia has not yet commenced the offer that is referred to in this communication. Upon commencement of such offer, Leucadia will file with the Securities and Exchange Commission a Schedule TO and related exhibits, including an Offer to Purchase, the Letter of Transmittal and other related documents. Shareholders are strongly encouraged to read the Schedule TO and related exhibits, including the Offer to Purchase, the Letter of Transmittal and other related documents, when these become available because they will contain important information about the offer. The Schedule TO and related exhibits will be available without charge at the Securities and Exchange Commission website at www.sec.gov and will be delivered without charge to all shareholders of Allcity Insurance Company.

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(AMENDMENT NO. 6)

ALLCITY INSURANCE COMPANY
(Name of Issuer)

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COMMON SHARES, \$1 PAR VALUE
(Title of class of securities)

016752107
(CUSIP number)

ANDREA A. BERNSTEIN, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NY 10153
(212) 310-8000

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

MARCH 18, 2003

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .

(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: When filing this statement in paper format, six copies of this statement, including exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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CUSIP No. 016752107

13D

1

NAME OF REPORTING PERSON:

LEUCADIA NATIONAL CORP

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3

SEC USE ONLY

4

SOURCE OF FUNDS:

N/A

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR

6

CITIZENSHIP OR PLACE OF ORGANIZATION:

NEW YORK

NUMBER OF

7

SOLE VOTING POWER:

0

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SHARES

BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	6,458,
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	0
	10	SHARED DISPOSITIVE POWER:	6,458,
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		6,458,
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		CO

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CUSIP No. 016752107

13D

1	NAME OF REPORTING PERSON:		WMAC INVESTMENT CORPOR
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		WISCONSIN
	7	SOLE VOTING POWER:	0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	299,37
EACH	9	SOLE DISPOSITIVE POWER:	0

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REPORTING

PERSON WITH	10	SHARED DISPOSITIVE POWER:	299,37
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	299,37
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14		TYPE OF REPORTING PERSON:	CO

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CUSIP No. 016752107 13D

1		NAME OF REPORTING PERSON:	PHLCORP, INC.	
		S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3		SEC USE ONLY		
4		SOURCE OF FUNDS:	N/A	
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6		CITIZENSHIP OR PLACE OF ORGANIZATION:	PENNSYLVANIA	
	NUMBER OF SHARES	7	SOLE VOTING POWER:	0
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	6,
	EACH REPORTING	9	SOLE DISPOSITIVE POWER:	
	PERSON WITH	10	SHARED DISPOSITIVE POWER:	6,
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	6,	

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

 14 TYPE OF REPORTING PERSON: CO

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 CUSIP No. 016752107 13D

1 NAME OF REPORTING PERSON: 330 MAD. PAREN
 S.S. OR I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF 7 SOLE VOTING POWER:
 SHARES

BENEFICIALLY 8 SHARED VOTING POWER:
 OWNED BY

EACH 9 SOLE DISPOSITIVE POWER:
 REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: CO

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CUSIP No. 016752107

13D

1 NAME OF REPORTING PERSON: BALDWIN ENTERP
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM

6 CITIZENSHIP OR PLACE OF ORGANIZATION: COLORADO

7 SOLE VOTING POWER:
NUMBER OF SHARES

8 SHARED VOTING POWER:
BENEFICIALLY OWNED BY

9 SOLE DISPOSITIVE POWER:
EACH REPORTING

10 SHARED DISPOSITIVE POWER:
PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: CO

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CUSIP No. 016752107

13D

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1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	BELLPET, INC.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
	NUMBER OF SHARES	7 SOLE VOTING POWER:
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER:
	EACH REPORTING	9 SOLE DISPOSITIVE POWER:
	PERSON WITH	10 SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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CUSIP No. 016752107

13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	EMPIRE INSURAN
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	

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3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	NEW YORK
	NUMBER OF SHARES	7 SOLE VOTING POWER:
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER:
	EACH REPORTING	9 SOLE DISPOSITIVE POWER:
	PERSON WITH	10 SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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Item 1. Security and Issuer.

This Statement constitutes Amendment No. 6 ("Amendment No. 6") to the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Leucadia National Corporation ("Leucadia") and its subsidiaries, Phlcorp, Inc. ("Phlcorp"), WMAC Investment Corporation ("WMAC"), 330 MAD. PARENT CORP. ("330 Mad. Parent"), Baldwin Enterprises, Inc. ("BEI"), BELLPET, Inc. ("Bellpet") and Empire Insurance Company ("Empire") (collectively, the "Controlling Entities").

This Statement relates to the common stock, par value \$1.00 (the "Common Stock"), of Allcity Insurance Company (the "Company"). The address of the principal executive office of the Company is 45 Main Street, Brooklyn, New York 11201.

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Unless otherwise indicated, all capitalized terms used herein have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction.

In response to negotiations conducted by a Special Committee of the Company's Board of Directors, Leucadia has increased the consideration for its proposed tender offer to \$2.75 per share. The Special Committee also advised Leucadia that, subject to confirmation that the Company's Annual Report on Form 10-K for the year ended December 31, 2002 does not disclose any information that would adversely affect the Special Committee's evaluation of the proposal or the opinion of the financial advisor to the Special Committee as to the fairness, from a financial point of view, of the \$2.75 per share price to the shareholders of the Company unaffiliated with Leucadia, the Special Committee would recommend that the Board of Directors recommend that shareholders accept Leucadia's proposal.

Assuming that the Special Committee and the Board of Directors each recommend acceptance of Leucadia's proposal, Leucadia has advised the Company that it intends to commence the tender offer as soon as practicable, although there can be no assurance that any such tender offer will in fact be commenced or consummated.

In addition to the foregoing, subject to and depending upon availability at prices deemed favorable by Leucadia, Leucadia, directly or through its subsidiaries, may purchase additional shares of Common Stock from time to time in the open market, in privately negotiated transactions with third parties or otherwise. As stated above, Leucadia may consider increasing its ownership of Common Stock above current levels by proposing a merger or other business combination or otherwise, in which event its involvement may be through or together with entities in which it has an interest.

Except as set forth above, none of the Controlling Entities have any present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Leucadia's proposal is merely an expression of interest and is not intended to be legally binding in any way. If an offer were to be made, it would be made in accordance with all applicable securities laws and would involve the filing of appropriate materials with the Securities and Exchange Commission and

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the mailing of appropriate materials to the public shareholders of the Company.

Any communications regarding the potential tender offer will be filed with the SEC on Schedule TO as "pre-commencement communications" to a tender offer. When it becomes available, shareholders should read the tender offer statement on Schedule TO (including a "going private" statement on Schedule 13e-3) to be filed by Leucadia as it will contain important information about the tender offer. When it becomes available, shareholders can obtain such tender offer statement on Schedule TO free of charge from the U.S. Securities and Exchange Commission's website at [http: www.sec.gov](http://www.sec.gov) or from Leucadia by directing a request to Leucadia National Corporation, 315 Park Avenue South, New York, New York 10010.

Item 7. Material to be Filed as Exhibits.

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1. Agreement among the Controlling Entities with respect to the filing of this Schedule 13D.

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SIGNATURE

After reasonable 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: March 25, 2003

LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President and Chief Financial Officer

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After reasonable 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: March 25, 2003

WMAC INVESTMENT CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President

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SIGNATURE

After reasonable 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: March 25, 2003

PHLCORP, INC.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,

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I certify that the information set forth in this Statement is true, complete and correct.

Dated: March 25, 2003

330 MAD. PARENT CORP.

By: /s/ Corinne Maki

Name: Corinne Maki

Title: Vice President, Secretary and Controller

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SIGNATURE

After reasonable 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: March 25, 2003

BALDWIN ENTERPRISES, INC.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President

15

SIGNATURE

After reasonable 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: March 25, 2003

BELLPET, INC.

By: /s/ Corinne Maki

Name: Corinne Maki

Title: Vice President, Secretary and Controller

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SIGNATURE

After reasonable 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: March 25, 2003

EMPIRE INSURANCE COMPANY

By: /s/ Rocco Nittoli

Name: Rocco Nittoli

Title: Chief Operating Officer

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EXHIBIT 1

AGREEMENT

This will confirm the agreement by and among all the undersigned that Amendment Number 6 to the Schedule 13D filed on or about this date with respect to the beneficial ownership of the undersigned of common shares of Allcity Insurance Company is being filed on behalf of each of the entities named below. This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: March 25, 2003

LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President and Chief
Financial Officer

PHLCORP, INC.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President

EMPIRE INSURANCE COMPANY

By: /s/ Rocco Nittoli

Name: Rocco Nittoli
Title: Chief Operating Officer

BELLPET, INC.

By: /s/ Corinne Maki

Name: Corinne Maki
Title: Vice President,
Secretary and Controller

BALDWIN ENTERPRISES, INC.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President

330 MAD PARENT. PARENT CORP.

By: /s/ Corinne Maki

Name: Corinne Maki
Title: Vice President,
Secretary and Controller

WMAC INVESTMENT CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President

