

LANDAIR CORP  
Form SC 13E3/A  
January 22, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13E-3/A

(RULE 13e-100)

RULE 13E-3 TRANSACTION STATEMENT UNDER SECTION 13(e)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

LANDAIR CORPORATION

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(Name of Issuer)

LANDAIR CORPORATION

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(Name of Person(s) Filing Statement)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

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(Title of Class of Securities)

514757103

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(CUSIP Number of Class of Securities)

Matthew J. Jewell  
Landair Corporation  
430 Airport Road  
Greeneville, Tennessee 37745  
(423) 783-1300

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(Name, Address and Telephone Number of Person Authorized to Receive  
Notice and Communications On Behalf of the Person(s) Filing Statement)

With a Copy to:

Leigh Walton  
Bass, Berry & Sims PLC  
315 Deaderick Street, Suite 2700  
Nashville, Tennessee 37238  
(615) 742-6200

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This statement is filed in connection with (check the appropriate box):

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- a.  The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b.  The filing of a registration statement under the Securities Act of 1933.
- c.  A tender offer.
- d.  None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

**CALCULATION OF FILING FEE**

| Transaction Valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$27,650,480           | \$5,500                |

\* Estimated for purposes of calculating filing fee only. Calculated as the product of \$13.00, the per share tender offer price for all of the outstanding shares of common stock of Landair Corporation, and 2,126,960, the number of outstanding shares sought in the offer.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the aggregate value of the cash offered by Messrs. Niswonger and Tweed and Landair Acquisition Corporation for such number of shares of Landair common stock.

x 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.

Amount Previously Paid:\$5,500

Filing Party:

Scott M. Niswonger  
John A. Tweed  
Landair Acquisition Corporation

Form or Registration No.:005-54679

Date Filed:

December 23, 2002

**INTRODUCTION**

This Amendment No. 2 (this Amendment) amends the Rule 13e-3 Transaction Statement on Schedule 13E-3 initially filed by Landair Corporation, a Tennessee corporation (Landair), with the Securities and Exchange Commission (the SEC) on January 9, 2003, as amended on January 13, 2003 (the Schedule 13E-3). The Schedule 13E-3 and this Amendment relate to the tender offer by Scott M. Niswonger, John A. Tweed and Landair Acquisition Corporation (Purchasers), to purchase all of the outstanding shares of common stock, par value \$.01 per share (the Shares), at a purchase price of \$13.00 per share, net to the seller in cash (the Offer Price) on the terms and subject to the conditions set forth in the offer to purchase dated December 23, 2002, as amended on January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003 (the Offer to Purchase) and the related Letter of Transmittal (which together constitute the Offer). This Amendment is being filed on behalf of Landair. Capitalized terms used and not defined herein shall have the meaning assigned to such terms in the Schedule 13E-3.

ITEMS 1 through 15.

Items 1 through 15 are hereby amended and supplemented to include (i) the information contained in Amendment No. 2, Amendment No. 3 and Amendment No. 4 to the Tender Offer Statement and Rule 13e-3 Transaction Statement on Schedule TO of Purchasers (the Schedule TO), filed with the SEC effective as of January 16, 2003, January 17, 2003 and January 21, 2003, respectively, and (ii) the information contained in Amendment No. 1 to the Solicitation/Recommendation Statement on Schedule 14D-9 filed on behalf of Landair on January 22, 2003.

Additionally, Item 3 is hereby amended and supplemented to include the information in the Offer to Purchase set forth in the section titled The Offer Certain Information Concerning Landair.

Also, Item 7 is hereby amended by deleting the reference to the information contained in the Offer to Purchase in the Section titled Special Factors Reasons For and Purpose Of The Offer And The Merger.

ITEM 16. EXHIBITS.

Item 16 is hereby amended and supplemented to include the following additional exhibits:

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                   |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(1)(xiii)       | Letter to Shareholders dated January 15, 2003.*****                                                                                                                                                                                  |
| (a)(1)(xiv)        | Text of Press Release issued by Landair Corporation on January 15, 2003.*****                                                                                                                                                        |
| (a)(1)(xv)         | Amendment No. 2 to Tender Offer Statement and Rule 13e-3 Transaction Statement on Schedule TO filed by Scott M. Niswonger, John A. Tweed and Landair Acquisition Corporation on January 16, 2003 (incorporated herein by reference). |
| (a)(1)(xvi)        | Amendment No. 3 to Tender Offer Statement and Rule 13e-3 Transaction Statement on Schedule TO filed by Scott M. Niswonger, John A. Tweed and Landair Acquisition Corporation on January 17, 2003 (incorporated herein by reference). |
| (a)(1)(xvii)       | Amendment No. 4 to Tender Offer Statement and Rule 13e-3 Transaction Statement on Schedule TO filed by Scott M. Niswonger, John A. Tweed and Landair Acquisition Corporation on January 21, 2003 (incorporated herein by reference). |
| (a)(2)(i)          | Solicitation/Recommendation Statement on Schedule 14D-9 filed by Landair Corporation on January 7, 2003 (incorporated herein by reference).                                                                                          |

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- (a)(2)(ii) Amendment No. 1 to Solicitation/Recommendation Statement on Schedule 14D-9 filed by Landair Corporation on January 22, 2003 (incorporated herein by reference).
- (b)(3) Loan and Security Agreement, dated as of January 14, 2003, between First Tennessee Bank National Association and Landair Acquisition Corporation.\*\*\*\*\*
- (b)(4) Secured Promissory Note, dated January 14, 2003, in the principal amount of \$25,000,000 made by Landair Acquisition Corporation in favor of First Tennessee Bank National Association.\*\*\*\*\*
- (b)(5) The form of Guaranty Agreement among Scott M. Niswonger, John A. Tweed and First Tennessee Bank National Association.\*\*\*\*\*
- (b)(6) The form of Pledge Agreement by and among Landair Acquisition Corporation, Scott M. Niswonger, John A. Tweed and First Tennessee Bank National Association.\*\*\*\*\*
- (c)(2) McDonald Investments report of January 6, 2003.\*\*\*\*\*

\*\*\*\*\* Incorporated by reference to Amendment No. 2 to the Schedule TO-T/13E-3 filed by Scott M. Niswonger, John A. Tweed and Landair Acquisition Corporation effective as of January 16, 2003.

\*\*\*\*\* Incorporated by reference to exhibit (a)(13) of Amendment No. 1 to Solicitation/Recommendation Statement on Schedule 14D-9 filed by Landair Corporation on January 22, 2003.

SIGNATURE PAGE

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.

LANDAIR CORPORATION

Dated: January 22, 2003

By: /s/ Matthew J. Jewell

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Name: Matthew J. Jewell  
Title: General Counsel

INDEX TO EXHIBITS

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| (a)(2)(i)    | Solicitation/Recommendation Statement on Schedule 14D-9 filed by Landair Corporation on January 7, 2003 (incorporated herein by reference).                                                                                          |
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