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DELTA APPAREL INC
Form SC TO-I/A
January 25, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 24, 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. 4

DELTA APPAREL, INC.
(NAME OF SUBJECT COMPANY (ISSUER))

DELTA APPAREL, INC.
(NAME OF FILING PERSON (ISSUER))

COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(TITLE OF CLASS OF SECURITIES)

247368103
(CUSIP NUMBER OF CLASS OF SECURITIES)

HERBERT M. MUELLER
DELTA APPAREL, INC.
2750 PREMIERE PARKWAY, SUITE 100
DULUTH, GA 30097
(678) 775-6900
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF FILING PERSONS)

COPY TO:
ERIC K. GRABEN, ESQ.
WYCHE, BURGESS, FREEMAN & PARHAM, P.A.
44 EAST CAMPERDOWN WAY (29601)
POST OFFICE BOX 728
GREENVILLE, SC 29602-0728
(864) 242-8200

CALCULATION OF FILING FEE

Transaction Valuation
\$7,700,000.00

Amount of Filing Fee
\$1,540.00

*Calculated solely for the purpose of determining the filing fee, based upon the purchase of 350,000 shares at \$22 per share.

____ 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 NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

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Amount Previously Paid: \$1,540.00
Form or Registration No.: Schedule TO
Filing Party: Issuer
Date Filed: December 7, 2001

___ CHECK BOX IF THE FILING RELATES SOLELY TO PRELIMINARY COMMUNICATIONS MADE BEFORE THE COMMENCEMENT OF A TENDER OFFER.

Check the appropriate boxes to designate any transactions to which this 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. 4 amends and supplements the Tender Offer Statement on Schedule TO filed on December 7, 2001, as amended by Amendment No. 1 filed on December 18, 2001, Amendment No. 2 filed on December 31, 2001 and Amendment No. 3 filed on January 16, 2002, by Delta Apparel, Inc., a Georgia corporation (the "Company"), relating to an offer by the Company to purchase up to 350,000 shares of its Common Stock, \$0.01 par value per share (the "Shares"), as provided in the Company's Offer to Purchase dated December 7, 2001, as amended on December 18, 2001, December 31, 2001 and January 16, 2002 (the "Offer to Purchase"), at a purchase price not greater than \$22.00 nor less than \$19.00 net per Share in cash upon the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal, which together constitute the "Offer." Copies of the Offer to Purchase and the Letter of Transmittal are Exhibits (a)(1) and (a)(2), respectively, to the Schedule TO.

The information in the Offer is hereby incorporated by reference in response to all items in this Schedule TO as amended by Amendments No. 1, 2 and 3 and this Amendment No. 4 thereto.

ITEM 4. TERMS OF THE TRANSACTION.

The tender offer expired at 5:00 p.m., New York City time, on January 10, 2002. A total of 338,143 Shares were validly tendered, not properly withdrawn, and accepted for purchase by the Company at a purchase price of \$22 per Share.

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.

DELTA APPAREL, INC.

By: /s/ Herbert M. Mueller

Herbert M. Mueller

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Vice President & Chief Financial Officer

Dated: January 24, 2002