

FOX & HOUND RESTAURANT GROUP
Form SC TO-T/A
February 01, 2006
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Amendment No. 5

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

FOX & HOUND RESTAURANT GROUP

(Name of subject company (Issuer))

F&H FINANCE CORP.

FOX ACQUISITION COMPANY

LEVINE LEICHTMAN CAPITAL PARTNERS III, L.P.

LEVINE LEICHTMAN CAPITAL PARTNERS III - AMICUS FUND, L.P.

(Names of Filing Persons (Offerors))

Common Stock, \$0.01 par value per share
(Title of classes of securities)

351321104
(CUSIP number of common stock)

Lauren B. Leichtman

Levine Leichtman Capital Partners, Inc.

335 North Maple Drive, Suite 240

Beverly Hills, California 90210

(310) 275-5335

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

Copies to:

**Richard J. Welch, Esq.
Bingham McCutchen LLP**

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355 S. Grand Ave., Suite 4400
Los Angeles, California 90071
(213) 680-6400

CALCULATION OF FILING FEE

Transaction Valuation(1)

Amount of Filing Fee(2)

\$171,386,456

\$18,339

(1) Estimated for purposes of calculating the filing fee only. The calculation of the filing fee is described on the cover page to Amendment No. 2 to Schedule TO filed on January 18, 2006.

(2) The amount of the filing fee calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$107 for each \$1,000,000 of value.

o 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: \$17,736

Amount Previously Paid: \$603

Form of Registration No.: Schedule TO

Form of Registration No.: Schedule TO

Filing Party: Fox Acquisition Company

Filing Party: Fox Acquisition Company

Date Filed: January 6, 2006

Date Filed: January 18, 2006

o Check the box if the filing relates solely to preliminary communications made before the commencement of the 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
- 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:

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This Amendment No. 5 to the Tender Offer Statement on Schedule TO (this Amendment), filed with the Securities and Exchange Commission (the SEC) on January 25, 2006, amends and supplements the Tender Offer Statement on Schedule TO (the Initial Statement) filed with the SEC on January 6, 2006, as amended and supplemented by Amendment No. 1 to the Initial Statement filed with the SEC on January 17, 2006, Amendment No. 2 to the Initial Statement filed with the SEC on January 18, 2006, Amendment No. 3 to the Initial Statement filed with the SEC on January 20, 2006 and Amendment No. 4 to the Initial Statement filed with the SEC on January 25, 2006 (the Amendments, together with the Initial Statement, the Amended Statement), and relates to the offer by F&H Finance Corp., a Delaware corporation (Offeror) and a wholly-owned subsidiary of Fox Acquisition Company, a Delaware corporation (FAC), which is a wholly-owned subsidiary of Levine Leichtman Capital Partners III, L.P., a California limited partnership (LLCP), and Levine Leichtman Capital Partners III - Amicus, L.P., a California limited partnership (LLCP - Amicus), to purchase all outstanding shares of Common Stock, par value \$0.01 per share (the Shares), of Fox & Hound Restaurant Group, a Delaware corporation (the Company), for \$16.00 per Share, net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 6, 2006 (as amended and supplemented, the Initial Offer to Purchase), and the related original (blue) Letter of Transmittal, as amended and supplemented by the Supplement to the Offer to Purchase, dated January 20, 2006 (the Supplement and, together with the Initial Offer to Purchase, the Offer to Purchase), and related revised (yellow) Letter of Transmittal (which, together with the Offer to Purchase, and any amendments or supplements thereto, collectively constitute the Offer). Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer to Purchase.

The information in the Offer to Purchase and the related revised (yellow) Letter of Transmittal, as amended or supplemented prior to the date hereof, is incorporated in this Amendment by reference to all of the applicable items in the Amended Statement, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Items 1 through 9 and 11

Items 1 through 9 and 11 of the Schedule TO, which incorporate by reference certain information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

On January 30, 2006, Fox & Hound issued a press release announcing that the Company's Board of Directors had determined that the previously announced offer by affiliates of Newcastle Partners, LP and Steel Partners II, LP to enter into a negotiated tender offer/merger to acquire Fox & Hound for \$16.30 per share in cash is a superior offer to the \$16.00 per share Offer Price of Purchaser and Offeror.

On January 31, 2006, Purchaser advised Fox & Hound that Purchaser and Offeror do not intend to increase their Offer Price or otherwise make a further offer to acquire Fox & Hound.

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After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

F&H FINANCE CORP.

By: /s/ Stephen J. Hogan

Name: Stephen J. Hogan

Title: Vice President

FOX ACQUISITION COMPANY

By: /s/ Stephen J. Hogan

Name: Stephen J. Hogan

Title: Vice President

LEVINE LEICHTMAN CAPITAL PARTNERS III, L.P.

By: Levine Leichtman Capital Partners, Inc.

By: /s/ Stephen J. Hogan

Name: Stephen J. Hogan

Title: Chief Financial Officer

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LEVINE LEICHTMAN CAPITAL PARTNERS III - AMICUS FUND, L.P.

By: Levine Leichtman Capital Partners, Inc.

By: /s/ Stephen J. Hogan

Name: Stephen J. Hogan

Title: Chief Financial Officer

Dated February 1, 2006