

TIMCO AVIATION SERVICES INC

Form SC TO-I/A

March 02, 2005

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 3)*

TIMCO Aviation Services, Inc.

(Name of Subject Company (Issuer))

TIMCO Aviation Services, Inc.

(Names of Filing Persons (Offeror))

8% Senior Subordinated Convertible PIK Notes Due 2006

8% Junior Subordinated Convertible PIK Notes Due 2007

(Title of Classes of Securities)

8% Senior Subordinated Convertible PIK Notes Due 2006: 887151AA6

8% Junior Subordinated Convertible PIK Notes Due 2007: 887151AB4

(CUSIP Number of Classes of Securities)

Roy T. Rimmer, Jr.

Chairman and Chief Executive Officer

TIMCO Aviation Services, Inc.

623 Radar Road

Greensboro, NC 27410

Telephone: (336) 668-4410

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

Copy To:

Philip Schwartz, Esq.

Akerman Senterfitt

One Southeast Third Avenue, 28th Floor

Miami, Florida 33131

Telephone: (305) 374-5600

CALCULATION OF FILING FEE

Transaction Valuation*

\$129,693,120

Amount of Filing Fee

\$15,265(1)

* Estimated for purposes of calculating the amount of the filing fee only. The filing fee has been calculated pursuant to Rule 0-11(b)(2) under the Securities Exchange Act of 1934, based upon the book value of the aggregate principal amount of the notes that may be received by TIMCO Aviation Services, Inc. in the exchange offer.

(1) Previously-paid

- 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. Identifying the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:
Form or Registration No.:

Filing Party:
Date Filed:

- 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.
- 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. 3 amends and supplements the tender offer statement on Schedule TO filed by TIMCO Aviation Services, Inc., a Delaware corporation (the Company), on January 25, 2005, and amended on February 8, 2005 and February 22, 2005, pursuant to Section 13(e) of the Securities Exchange Act of 1934 in connection with its offer to holders of certain outstanding 8% Senior Subordinated Convertible PIK Notes Due 2006 and 8% Junior Subordinated Convertible PIK Notes Due 2007 of an early conversion of such notes, including payable-in-kind interest and any accrued but unpaid interest thereon, into a fixed number of shares of the Company's authorized but unissued common stock, for a premium payable in shares of the Company's common stock, upon the terms and subject to the conditions described in the Offering Circular and the related Consent and Special Conversion Letter of Transmittal, previously filed as Exhibits (a)(1)(i) and (a)(1)(ii) hereto.

The Schedule TO is hereby amended as follows:

Item 4. Terms Of The Transaction.

Item 4 of the Schedule TO is hereby amended and supplemented by the following information:

On March 2, 2005, the Company issued a press release announcing the extension of the Offer and Consent Solicitation to 5:00 p.m., New York City time, on Tuesday, March 8, 2005. As of 5:00 p.m., New York City time, on March 1, 2005, the Company has received tenders and the related consents from holders of \$58.6 million in aggregate principal amount of Senior Notes and holders of \$4.0 million in aggregate principal amount of Junior Notes. The press release which is attached hereto as Exhibit (a)(6) is incorporated by reference herein.

Item 12. Materials To Be Filed As Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibit:

Exhibit Number	Description of Exhibit
(a)(6)	Press Release dated March 2, 2005

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.

TIMCO AVIATION SERVICES, INC.

Date: March 2, 2005

By: /s/ Roy T. Rimmer, Jr.

Name: Roy T. Rimmer, Jr.
Title: Chairman and Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description of Exhibits
(a)(6)	Press Release dated March 2, 2005

TIMCO Aviation Services, Inc.

NEWS

Release: March 2, 2005

Contact: Roy T. Rimmer, Jr., Chairman & Chief Executive Officer
Fritz Baumgartner, Vice President and Corporate Controller
Kevin Carter, Vice President/Planning and Treasurer
(336) 668-4410

TIMCO AVIATION SERVICES, INC. ANNOUNCES EXTENSION OF OFFER OF PREMIUM FOR EARLY CONVERSION OF ITS OUTSTANDING SENIOR AND JUNIOR SUBORDINATED CONVERTIBLE PIK NOTES INTO COMMON STOCK

Greensboro, North Carolina, March 2, 2005 **TIMCO Aviation Services, Inc. (OTCBB:TMAS)** today announced that in order to allow holders of its notes sufficient time to complete the paperwork with respect to the tender offer, the Company has decided to extend the pending offer to the holders of its 8% senior subordinated convertible PIK notes due 2006 (Senior Notes) and to the holders of its 8% junior subordinated convertible PIK notes due 2007 (Junior Notes), and collectively with the Senior Notes, the Notes) to receive a 15% premium for agreeing to an early conversion of their Notes into shares of the Company s authorized but unissued common stock (Common Stock) for an additional week. The expiration date for the offer and consent solicitation has been extended from 5:00 p.m., New York City time, on Tuesday, March 1, 2005, to 5:00 p.m., New York City time, on Tuesday, March 8, 2005. The complete terms of the offer and consent solicitation remain unchanged and are contained in the Company s Offering Circular dated January 26, 2005. As of 5:00 p.m., New York City time, on March 1, 2005, the Company has received tenders and the related consents from holders of \$58.6 million in aggregate principal amount of Senior Notes and holders of \$4.0 million in aggregate principal amount of Junior Notes.

This press release is not an offer or solicitation for the early conversion of the Notes into Common Stock, which can only be made on the terms and subject to the conditions described in the Tender Offer Statement (including the Offering Circular, a related letter of transmittal and other offer documents) filed with the U.S. Securities and Exchange Commission (SEC). The Tender Offer Statement was made available to all holders of Notes at no expense to them. The Tender Offer Statement is also available at no charge at the SEC s website at www.sec.gov. The Tender Offer Statement contains important information that should be read carefully before any decision is made with respect to the offer and consent solicitation.

TIMCO Aviation Services, Inc. is among the world s largest providers of fully integrated aviation maintenance, repair and overhaul (MR&O) services for major commercial airlines, regional air carriers, aircraft leasing companies, government and military units and air cargo carriers. The Company currently operates four MR&O businesses: TIMCO, which, with its four active locations (Greensboro, NC, Macon, GA, Lake City, FL and Goodyear, AZ), is one of the largest independent providers of heavy aircraft maintenance services in the world; Aircraft Interior Design and Brice Manufacturing, which specialize in the refurbishment of aircraft interior components and the manufacture and sale of

TIMCO Aviation Services, Inc. announces extension of offer of premium for early conversion of its Senior Notes and Junior Notes into Common Stock

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aftermarket parts and new aircraft seats; TIMCO Engineered Systems, which provides engineering services both to our other MR&O operations and to our customers; and TIMCO Engine Center, which refurbishes JT8D engines and performs on-wing repairs for both JT8D and CFM-56 series engines. Visit TIMCO online at www.timco.aero.

This press release contains forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which may cause the Company's actual results in future periods to differ materially from forecasted results. A number of factors, including satisfaction of the conditions to completion of the tender offer contained in the Tender Offer Statement and those identified in the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, could adversely affect the Company's ability to obtain these results. Copies of the Company's filings with the U.S. Securities and Exchange Commission are available from the SEC or may be obtained upon request from the Company. The Company does not undertake any obligation to update the information contained herein, which speaks only as of this date.

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