

SCHULMAN A INC
Form SC TO-I/A
March 20, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 1)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

A. SCHULMAN, INC.

(Name of Subject Company (Issuer))

A. SCHULMAN, INC.

(Issuer)

Common Stock, Par Value \$1.00 Per Share

**(including the associated Junior Participating Special Stock Purchase Rights issued under the
Rights Agreement)**

(Title of Class of Securities)

808194104

(CUSIP Number of Class of Securities)

Robert A. Stefanko

Chief Financial Officer

A. Schulman, Inc.

3550 West Market Street

Akron, OH 44333

(330) 666-3751

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

Copy to:

J. Bret Treier

Vorys, Sater, Seymour and Pease LLP

First National Tower

106 South Main Street

Suite 1100

Akron, Ohio 44308

(330) 208-1000

CALCULATION OF FILING FEE

Transaction Valuation*

\$210,000,000.00

Amount of Filing Fee**

\$22,470.00

* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 8,750,000 shares of common stock at the maximum tender offer price of \$24.00 per share.

** The amount of the filing fee, calculated in accordance with Section 13(e) of the Securities Exchange Act of 1934, as amended, equals \$107 per million of the value of the transaction.

Check the box if any part of the filing 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: \$22,470.00

Filing Party: A. Schulman, Inc.

Form or Registration No.: Schedule TO

Date Filed: March 1, 2006

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 transaction 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:

INTRODUCTION

This Amendment No. 1 (Amendment No. 1) amends and supplements the Issuer Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the Commission) on March 1, 2006 (collectively, the Schedule TO), in connection with the offer by A. Schulman, Inc., a Delaware corporation (the Company), to purchase up to 8,750,000 shares of its common stock, par value \$1.00 per share, at a price not greater than \$24.00 nor less than \$21.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 1, 2006 (the Offer to Purchase), a copy of which is attached hereto as Exhibit (a)(1)(A), and in the related Letter of Transmittal (the Letter of Transmittal), a copy of which is attached hereto as Exhibit (a)(1)(B). This Amendment No. 1 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended. The information contained in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference in response to all of the items of this Schedule TO, as more particularly described below, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended by filing the following exhibits:

(a)(1)(B) Letter of Transmittal.

(a)(1)(E) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated March 1, 2006.

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.

Date: March 20, 2006

A. SCHULMAN, INC.

By: /s/ ROBERT A. STEFANKO

Name: Robert A. Stefanko

Title: Chief Financial Officer

Exhibit Index

- (a)(1)(A)* Offer to Purchase dated March 1, 2006.
 - (a)(1)(B)** Letter of Transmittal.
 - (a)(1)(C)* Notice of Guaranteed Delivery.
 - (a)(1)(D)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated March 1, 2006.
 - (a)(1)(E)** Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated March 1, 2006.
 - (a)(1)(F)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
 - (a)(1)(G)*** Press Release, dated February 21, 2006, incorporated by reference from Exhibit 99.1 to our Current Report on Form 8-K dated February 21, 2006.
 - (a)(2) Not Applicable.
 - (a)(3) Not Applicable.
 - (a)(4) Not Applicable.
 - (a)(5) Not Applicable.
 - (b)(1)*** Credit Agreement, dated as of February 28, 2006, among A. Schulman, Inc., A. Schulman Europe GmbH, A. Schulman Plastics, S.A., and A. Schulman International Services NV, with JPMorgan Chase Bank, N.A., as administrative agent, J.P. Morgan Europe Limited, as European agent, J.P. Morgan Securities Inc., as Sole Bookrunner and Sole Lead Arranger and the lenders party to the Credit Agreement (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated March 1, 2006).
 - (b)(2)*** Note Purchase Agreement, dated as of March 1, 2006, by and between A. Schulman Europe GmbH, A. Schulman, Inc. and the Purchasers and Guarantors named therein (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K dated March 1, 2006).
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- (d)(20)*** Agreement between the Company and Robert A. Stefanko dated as of March 21, 1991 (incorporated by reference to Exhibit 10(l) to the Company's Annual Report on Form 10-K for fiscal year ended August 31, 1992).
- (d)(21)*** Agreement between the Company and Terry L. Haines dated as of March 21, 1991 (incorporated by reference to Exhibit 10(m) to the Company's Annual Report on Form 10-K for fiscal year ended August 31, 1992).
- (d)(22)*** Form of Amendment to Deferred Compensation Agreements between the Company and Robert A. Stefanko and Terry L. Haines (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended February 29, 1996).
- (d)(23)*** Employment Agreement between the Company and Barry A. Rhodes dated January 10, 2002 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended February 28, 2002).
- (d)(24)*** A. Schulman, Inc. 2002 Equity Incentive Plan Stock Option Award Agreement (Employee Form) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 18, 2004).
- (d)(25)*** A. Schulman, Inc. 2002 Equity Incentive Plan Restricted Stock Award Agreement (Employee Form) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 18, 2004).
- (d)(26)*** A. Schulman, Inc. 2002 Equity Incentive Plan Stock Option Award Agreement (Director Form) (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated October 18, 2004).
- (d)(27)*** A. Schulman, Inc. 2002 Equity Incentive Plan Restricted Stock Award Agreement (Director Form) (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated October 18, 2004).
- (d)(28)*** A. Schulman, Inc. 2002 Equity Incentive Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 12, 2005).
- (d)(29)*** Agreement by and among the Company and the Barrington Group, dated October 21, 2005 (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K dated October 24, 2005).
- (d)(30)*** Employment Agreement by and between A. Schulman, Inc. and Paul F. DeSantis (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K dated January 6, 2006).
- (e) Not Applicable.
- (f) Not Applicable.
- (g) Not Applicable.
- (h) Not Applicable.

- * Previously filed on Schedule TO on March 1, 2006.
- ** Filed herewith.
- *** Previously incorporated by reference on Schedule TO on March 1, 2006.