

Norcraft Companies, Inc.
Form SC TO-T/A
April 27, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

NORCRAFT COMPANIES, INC.
(Name of Subject Company (Issuer))

TAHITI ACQUISITION CORP.
an indirect wholly-owned subsidiary of

FORTUNE BRANDS HOME & SECURITY, INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class Of Securities)

65557Y105
(CUSIP Number of Class of Securities)

Robert K. Biggart

Senior Vice President, General Counsel and Secretary

Fortune Brands Home & Security, Inc.

520 Lake Cook Road

Deerfield, IL 60015-5611

(847) 484-4400

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With copies to:

R. Scott Falk, P.C.

Kirkland & Ellis LLP

300 North LaSalle Street

Chicago, Illinois 60654

(312) 862-2000

CALCULATION OF FILING FEE

| Transaction Valuation(1) | Amount of Filing Fee(2) |
|---------------------------------|--------------------------------|
| \$ 441,445,112 | \$51,296 |

- (1) Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the **Exchange Act**). Calculated by multiplying \$25.50, the per share tender offer price, by the 17,311,573 outstanding shares of common stock of Norcraft Companies, Inc. as of March 30, 2015.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act, and Fee Rate Advisor #1 for Fiscal Year 2015, issued August 29, 2014, by multiplying the transaction valuation by 0.0001162.

- 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: \$51,296

Filing Party: Fortune Brands Home & Security, Inc. and Tahiti Acquisition Corp.

Form or Registration No.: Schedule TO

Date Filed: April 14, 2015

- .. 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:

- x 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. ..

- * If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (cross-border issuer tender offer).
- .. Rule 14d-1(d) (cross-border third-party tender offer).

This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this **Amendment No. 1**) is filed by (i) Fortune Brands Home & Security, Inc., a Delaware corporation (**Fortune Brands**), and (ii) Tahiti Acquisition Corp., a Delaware corporation (the **Purchaser**) and an indirect wholly-owned subsidiary of Fortune Brands. This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on April 14, 2015 (the **Initial Schedule TO** and, together with this Amendment No. 1 and any amendments and supplements thereto, this **Schedule TO**) and relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (each, a **Share**), of Norcraft Companies, Inc., a Delaware corporation (**Norcraft**), at a price of \$25.50 per Share, net to the seller in cash, without interest, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 14, 2015 (as it may be amended or supplemented, the **Offer to Purchase**) and in the related Letter of Transmittal (as it may be amended or supplemented, the **Letter of Transmittal** and, together with the Offer to Purchase, the **Offer**), copies of which are attached to the Initial Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth below, the information set forth in the Initial Schedule TO remains unchanged and is incorporated herein by reference. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Initial Schedule TO and the related exhibits incorporated therein by reference.

ITEM 11. ADDITIONAL INFORMATION.

The Offer to Purchase and Item 11 of the Initial Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by:

1. Amending and supplementing the section entitled **United States Antitrust Compliance** in **Section 16 Certain Legal Matters; Regulatory Approvals** of the Offer to Purchase by adding the following paragraph at the end of the section:

Fortune Brands received early termination of the waiting period under the HSR Act on April 24, 2015. Accordingly, the condition of the Offer relating to the expiration or termination of the waiting period under the HSR Act has been satisfied.

2. Amending and supplementing **Section 16 Certain Legal Matters; Regulatory Approvals** by adding the following paragraph at the end to read as follows:

Legal Proceedings. On April 23, 2015, a lawsuit captioned *Mariani v. Norcraft Companies, Inc., et al.* (Civil Action No. 10941-VCN) was filed in Court of Chancery in the State of Delaware. This suit is a purported class action brought on behalf of the stockholders of Norcraft. The suit alleges that the members of Norcraft's board of directors breached their fiduciary duties to the Norcraft stockholders in connection with the proposed transaction. In support of his claims, the plaintiff alleges that the proposed transaction between Norcraft and the Purchaser does not appropriately value Norcraft, was the result of an inadequate process, includes preclusive deal protection devices and involves conflicts of interests. The plaintiff also alleges that Norcraft has failed to publicly disclose all material information about the proposed transaction and that the public disclosures filed by Norcraft in connection with the proposed transaction contain misleading information. The suit also claims that Fortune Brands and the Purchaser aided and abetted these alleged violations. The complaint purports to seek unspecified damages and/or to enjoin the transaction. The plaintiff also seeks attorneys' and other fees and costs, in addition to seeking other relief. Fortune Brands, the Purchaser and Norcraft believe that the plaintiff's allegations are without merit and intend to defend against them vigorously.

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.

Dated: April 27, 2015

TAHITI ACQUISITION CORP.

By: /s/ Robert K. Biggart

Name: Robert K. Biggart

Title: Vice President

FORTUNE BRANDS HOME & SECURITY, INC.

By: /s/ Robert K. Biggart

Name: Robert K. Biggart

Title: Senior Vice President, General Counsel and
Secretary