

WILLIAMS CONTROLS INC
Form SC TO-T/A
December 17, 2012

**UNITED STATES
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. 3)

WILLIAMS CONTROLS, INC.

(Name of Subject Company (Issuer))

**CURTISS-WRIGHT CORPORATION
COLUMBIA ACQUISITION SUB, INC.**
(Name of Filing Persons (Offerors))
Common Stock, \$0.01 Par Value Per Share
(Title of Class of Securities)

969465608
(CUSIP Number of Class of Securities)

**Glenn E. Tynan
Chief Financial Officer
Curtiss-Wright Corporation
10 Waterview Boulevard
Parsippany, New Jersey 07054
(973) 541-3700**

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

**Brian C. Miner
James J. Barnes
Reed Smith LLP
2500 One Liberty Place
1650 Market Street
Philadelphia, PA 19103-7301
(215) 851-8100**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$124,890,034	\$17,035.00

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* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the Exchange Act). The Transaction Valuation was calculated on the basis of (a) 8,099,224 shares of common stock, \$0.01 par value per share, of Williams Controls, Inc. (the Shares), the estimated maximum number of Shares that may be acquired in this tender offer (representing as of November 13, 2012 (i) 7,502,262 Shares issued and outstanding (including 125,025 shares of unvested restricted stock), and (ii) 596,962 Shares issuable upon the exercise of outstanding options, multiplied by (b) the offer price of \$15.42 per Share.

** The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act and Fee Rate Advisory #7 for fiscal year 2013, issued August 31, 2012, by multiplying the transaction value by 0.0001364.

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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: \$17,035.00 Filing Party: Curtiss-Wright Corporation and Columbia Acquisition Sub, Inc.

Form or Registration No.: Schedule TO Date Filed: November 15, 2012

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:

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This Amendment No. 3 to the Tender Offer Statement on Schedule TO (this **Amendment**) is filed by Curtiss-Wright Corporation, a Delaware corporation (**Curtiss-Wright**), and Columbia Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Curtiss-Wright (**Purchaser**). This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 15, 2012, as amended and supplemented by Amendment No. 1 filed on November 30, 2012, and Amendment No. 2 filed on December 12, 2012 (together with any further amendments and supplements thereto, the **Schedule TO**), and relates to the offer by Purchaser to purchase each of the outstanding shares of common stock, par value \$0.01 per share (the **Shares**), of Williams Controls, Inc., a Delaware corporation (**Williams Controls**), at a price of \$15.42 per Share, net to the seller in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 15, 2012 (the **Offer to Purchase**) and the related Letter of Transmittal, copies of which are respectively set forth as Exhibits (a)(1)(A) and (a)(1)(B) thereto, and together with any amendments or supplements thereto, collectively constitute the **Offer**.

Except as otherwise indicated in this Amendment, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Items 1 through 9 and Item 11.

Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented as follows:

The initial offering period of the Offer expired at 11:59 p.m., New York City time, on Thursday, December 13, 2012. The Depositary for the Offer has advised Curtiss-Wright and Purchaser that, as of 11:59 p.m., New York City time, on December 13, 2012, a total of 6,605,243 Shares were tendered and not withdrawn pursuant to the Offer. This represents approximately 86.3% of the outstanding Shares (or approximately 85.0% of the fully-diluted Shares). All such Shares have been accepted for payment in accordance with the terms of the tender offer.

Purchaser has exercised the top-up option in accordance with the Merger Agreement, as a result of which Williams Controls issued additional Shares to Purchaser, at a price per Share equal to the price per Share being paid in the Offer, sufficient to allow Purchaser to effect a short-form merger pursuant to Section 253 of the DGCL, and the short-form merger was subsequently completed on December 14, 2012. Following the Merger, each Share not tendered in the Offer, other than those as to which holders exercise appraisal rights under Delaware law and those held by Curtiss-Wright or Williams Controls or their respective wholly owned subsidiaries, was converted into the right to receive \$15.42 per Share in cash, without interest and less any required withholding taxes. This is the same price per Share being paid in the Offer.

The full text of the press release issued by Curtiss-Wright on December 14, 2012 in connection with the expiration of the Offer and the Merger is filed as Exhibit (a)(5)(C) hereto and is incorporated herein by reference.

Item 12. Exhibits.

(a)(5)(C) Press release issued by Curtiss-Wright Corporation on December 14, 2012

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: December 14, 2012

CURTISS-WRIGHT CORPORATION

By: /s/ Glenn E. Tynan

Name: Glenn E. Tynan

Title: Vice President and Chief Financial Officer

COLUMBIA ACQUISITION SUB, INC.

By: /s/ John Watts

Name: John Watts

Title: President

EXHIBIT INDEX

(a)(5)(C) Press release issued by Curtiss-Wright Corporation on December 14, 2012

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