

SIEBERT FINANCIAL CORP
Form SC TO-T/A
October 27, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Amendment No. 2

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) or 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Siebert Financial Corp.

(Name of Subject Company)

Kennedy Cabot Acquisition, LLC

(Offeror)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

826176109

(Cusip Number of Class of Securities)

Gloria E. Gebbia

Kennedy Cabot Acquisition, LLC

Chief Executive Officer

24100 Calabasas Road

Calabasas, CA 91302

(212)514-8369

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

Copies to:

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CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee* |
|------------------------|-----------------------|
| \$3,334,766.40 | \$386.50 |

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 by multiplying (i) the * 2,778,972 outstanding shares of common stock of Siebert Financial Corp. (“**Siebert**”), par value \$0.01 per share (the “**Shares**”) which are subject to the Offer (as defined below), multiplied by the offer price of \$1.20 per Share. The calculation of the filing fee is based on information provided by Siebert as of September 29, 2016.

** The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act and Fee Rate Advisory #1 for fiscal year 2016, issued August 27, 2015, by multiplying the transaction value by 0.000115900.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the x 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: \$335.81 **Filing Party: Kennedy Cabot Acquisition, LLC**
Form or Registration No.: Schedule TO **Date Filed: September 6, 2016**

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:

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- 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. 2 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO (together with Amendment No. 1, any subsequent amendments and supplements thereto, the “**Schedule TO**”), filed with the Securities and Exchange Commission on September 6, 2016 by Kennedy Cabot Acquisition, LLC., a Nevada limited liability corporation (“**Purchaser**”). The Schedule TO relates to the offer by Purchaser to purchase 2,778,972 shares of common stock of Siebert Financial Corp., a New York corporation (“**Siebert**”), par value \$0.01 per share (each, a “**Share**”, and collectively, the “**Shares**”), that represent all of the issued and outstanding Shares other than the 19,310,000 Shares owned by the Estate of Muriel F. Siebert, at a purchase price of \$1.20 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 September 6, 2016 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”) and in the related Letter of Transmittal (which, together with the Offer to Purchase, as they may be amended or supplemented from time to time, collectively constitute the “**Offer**”), copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Items 1 through 9 and Item 11.

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

The last three bullet points of Section 13 – “Conditions to the Offer” and the sentence immediately preceding such three bullet points on page 28 of the Offer to Purchase are hereby deleted in their entirety.

The following paragraph is added as the first paragraph on the cover page of the Offer to Purchase and as the last paragraph on page (i) of the “Summary Term Sheet” of the Offer to Purchase:
“The Offer was scheduled to expire at 5:00 PM, Eastern Time on October 27, 2016. The Offer is extended until 5:00 PM, Eastern Time on November 7, 2016, unless further extended. American Stock Transfer & Trust Company LLC, the depository for the Offer, has indicated that as of 5:00 PM, Eastern Time on October 26, 2016, approximately 22,088,972 Shares were issued and outstanding, and 645,452 Shares have been tendered into and not properly withdrawn from the Offer.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

Index No.

(a)(5)(F) Press Release issued by Kennedy Cabot Acquisition, LLC on October 27, 2016.

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: October 27, 2016

**KENNEDY CABOT
ACQUISITION, LLC**

By: /s/ Gloria E. Gebbia

Name: Gloria E. Gebbia

Title: Manager

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(1)(A) | Offer to Purchase, dated September 6, 2016* |
| (a)(1)(B) | Form of Letter of Transmittal (including Guidelines for Certificate of Taxpayer Identification Number on IRS W-9)* |
| (a)(1)(C) | Form of Notice of Guaranteed Delivery* |
| (a)(1)(D) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees* |
| (a)(1)(E) | Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees* |
| (a)(5)(A) | Joint press release issued by the Siebert Financial and Purchaser dated September 2, 2016* |
| (a)(5)(B) | Form of communication to Siebert Financial's employees, first used or made available on September 2, 2016* |
| (a)(5)(C) | Form of communication to Siebert Financial's customers, first used or made available on September 2, 2016* |
| (a)(5)(D) | Form of summary advertisement, published in <i>The New York Times</i> on September 6, 2016* |
| (a)(5)(E) | Press Release issued by Kennedy Cabot Acquisition, LLC on September 29, 2016.* |
| (a)(5)(F) | Press Release issued by Kennedy Cabot Acquisition, LLC on October 27, 2016. |
| (b) | Not applicable |
| (d)(1) | Acquisition Agreement between Siebert Financial Corp., The Estate of Muriel F. Siebert and Kennedy Cabot Acquisition, LLC dated as of September 1, 2016* |
| (g) | Not applicable |
| (h) | Not applicable |

* Previously filed