

CAMERON INTERNATIONAL CORP
Form SC TO-I/A
June 15, 2011

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. 3)

CAMERON INTERNATIONAL CORPORATION
(Name of Subject Company (Issuer))

CAMERON INTERNATIONAL CORPORATION
(Name of Filing Person (Issuer))

2.50% Convertible Senior Notes due 2026
(Title of Class of Securities)

13342BAA3 and 13342BAB1
(CUSIP Numbers of Class of Securities)

William C. Lemmer, Esq.
Senior Vice President and General Counsel
Cameron International Corporation
1333 West Loop South, Suite 1700
Houston, Texas 77027
Telephone: (713) 513-3300

(Name, address and telephone number of person authorized to receive notice and communications on behalf of filing person)

COPY TO:

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CALCULATION OF FILING FEE

Transaction Valuation *
\$371,769,000

Amount of Filing Fee**
\$43,162.39

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*Calculated solely for purposes of determining the filing fee. The purchase price of the 2.50% Convertible Senior Notes due 2026 (the "Notes"), as described herein, is \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest to, but not including, the repurchase date. As of May 16, 2011, there was \$371,769,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$371,769,000.

**The amount of the filing fee was calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$116.10 for each \$1,000,000 of the value of the transaction.

S 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:
\$43,162.39

Filing Party: Cameron International
Corporation International CC Corporation

Form or Registration No.:
Schedule TO-I

Date Filed: May 17, 2011

£ 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.

Going-private transaction subject to
Rule 13e-3.

Issuer tender offer subject to Rule 13e-4.

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: S

This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on May 17, 2011, as amended by Amendment No. 1 to such Schedule TO filed on May 20, 2011, and Amendment No. 2 to such Schedule TO filed on June 3, 2011 (as amended and supplemented, the “Schedule TO”), by Cameron International Corporation, a Delaware corporation (“Cameron” or the “Company”). Pursuant to the terms of and subject to the conditions set forth in the Indenture, dated as of May 26, 2006, between the Company and U.S. Bank National Association, as successor trustee to SunTrust Bank, as trustee, relating to the Company’s 2.50% Convertible Senior Notes due 2026 (the “Notes”), the Schedule TO is filed by the Company with respect to the right of each holder of the Notes (each, a “Holder”) to sell and the obligation of the Company to purchase the Notes, as set forth in the Company Notice to Holders of 2.50% Convertible Senior Notes due 2026, dated May 17, 2011 (as amended and supplemented, the “Company Notice”), and the related notice materials filed as exhibits to this Schedule TO (which Company Notice and the related notice materials, as amended or supplemented from time to time, collectively constitute the “Option Documents”). Capitalized terms used and not otherwise defined in this Amendment have the meanings assigned to such terms in the Schedule TO or the Company Notice.

This Amendment is being filed on behalf of the Company and is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

Item 4. Terms of the Transaction

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

The Holders’ right to surrender their Notes for purchase (the “Put Option”) by the Company pursuant to the Option Documents expired at midnight, New York City time, on June 14, 2011. The Company has been advised by U.S. Bank National Association, as trustee and paying agent (the “Paying Agent”), that Notes in an aggregate principal amount of \$3,000 were validly tendered and not withdrawn prior to the expiration of the Put Option. The Company has accepted for purchase all Notes validly tendered and not withdrawn for a purchase price of \$1,000 in cash per \$1,000 principal amount. The Company has delivered the aggregate purchase price of \$3,000 for the accepted Notes to the Paying Agent for prompt distribution to the Holders. Following the Company’s purchase of the Notes pursuant to the Put Option, \$371,109,000 million in aggregate principal amount of the Notes remains outstanding.

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.

CAMERON INTERNATIONAL CORPORATION

By: /s/Grace B. Holmes

Grace B. Holmes
Corporate Secretary and Chief Governance Officer

Date: June 15, 2011