

HARDINGE INC
Form SC TO-T/A
April 22, 2010

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**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. 2)**

HARDINGE INC.
(Name of Subject Company)

HELEN ACQUISITION CORP.
(Offeror)

INDÚSTRIAS ROMI S.A.
(Parent of Offeror)
(Names of Filing Persons)
Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)
412324303
(CUSIP Number of Class of Securities)

Luiz Cassiano Rando Rosolen
Helen Acquisition Corp.
Avenida Pérola Byington, 56
Santa Bárbara d Oeste SP Brazil
CEP 13453-900
+55-19-3455-9000
*(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)*

Copy to:

**Luiz Cassiano Rando Rosolen
Indústrias Romi S.A.
Avenida Pérola Byington, 56
Santa Bárbara d Oeste SP Brazil
CEP 13453-900
+55-19-3455-9000**

**Michael J. McGuinness, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
+1-212-848-4000**

CALCULATION OF FILING FEE

Transaction Valuation*
\$93,504,232

Amount of Filing Fee**
\$6,666.85

*

Estimated for purposes of calculating the amount of the filing fee only. The transaction valuation was calculated by multiplying (a) \$8.00, the per share tender offer price, by (b) 11,688,029 shares of Hardinge Inc. Common Stock, par value \$0.01 per share (consisting of the sum of (i) the 11,610,789 issued and outstanding shares of Common Stock as of February 28, 2010 (according to the Annual Report on Form 10-K for the period ended December 31, 2009 filed by Hardinge Inc.), and (ii) the 77,240 shares of Common Stock subject to outstanding options and stock units as of December 31, 2009 (according to the Annual Report on Form 10-K for the period ended December 31, 2009 filed by

Hardinge Inc.)).

** Calculated by multiplying the transaction valuation by 0.00007130.

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: \$6,666.85 Filing Party: Indústrias Romi S.A.

Form or Registration No.: Schedule TO Date Filed: March 30, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes 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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Item 5. Past Contacts, Transactions, Negotiations and Agreements.

Item 11. Additional Information.

Item 12. Exhibits.

EX-99.A.15

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This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed on March 30, 2010, as amended and supplemented through the date hereof (as so amended, the Schedule TO), by Indústrias Romi S.A., a stock corporation organized under the laws of Brazil (Parent), and Helen Acquisition Corp., a New York corporation (Purchaser) and a wholly owned subsidiary of Parent. The Schedule TO relates to the offer by Purchaser to purchase all the issued and outstanding shares of common stock, par value \$0.01 per share (the Common Stock), of Hardinge Inc., a New York corporation (the Company), and the associated Series B Preferred Stock purchase rights (the Rights, and together with the Common Stock, the Shares) issued pursuant to the Rights Agreement, dated as of February 18, 2010, between the Company and Computershare Trust Company, N.A., as Rights Agent, for \$8.00 per Share, net to the seller in cash (subject to applicable withholding taxes), without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 30, 2010, as amended and supplemented through the date hereof (as so amended, the Offer to Purchase). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

Item 5 of the Schedule TO is hereby amended and supplemented as follows:

Section 10 of the Offer to Purchase entitled Background of the Offer; Contacts with the Company is hereby amended and supplemented as follows:

The following paragraph is hereby added immediately following the last paragraph of Section 10 of the Offer to Purchase:

On April 22, 2010, Mr. dos Santos sent a letter to Mr. Seymour to request that the Company permit Parent to conduct targeted and limited due diligence and that the Company engage in a constructive dialogue with Parent regarding valuation and the Company's business model. Mr. dos Santos stated that Parent and Purchaser would be prepared to increase the Offer price if such diligence and dialogue enabled Parent to identify additional value.

The press release issued by Parent announcing the letter is attached hereto as Exhibit (a)(15).

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

Section 15 of the Offer to Purchase entitled Certain Legal Matters and Regulatory Approvals is hereby amended and supplemented as follows:

The following is hereby added to the end of the seventh paragraph of Section 15 of the Offer to Purchase:

Parent filed a Premerger Notification and Report Form in connection with the purchase of Shares pursuant to the Offer with the Antitrust Division and the FTC on March 30, 2010. The waiting period under the HSR Act expired at 11:59 p.m., New York City time, on April 14, 2010, satisfying the HSR Condition.

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Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and restated as follows:

- (a)(1) Offer to Purchase dated March 30, 2010.*
- (a)(2) Form of Letter of Transmittal.*
- (a)(3) Form of Notice of Guaranteed Delivery.*
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(5) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a)(7) Summary Advertisement as published in *The Wall Street Journal* on March 30, 2010.*
- (a)(8) Press Release issued by Parent on March 30, 2010.*
- (a)(9) Press Release issued by Parent on February 19, 2010.*
- (a)(10) Press Release issued by Parent on February 8, 2010.*
- (a)(11) Press Release issued by Parent on February 4, 2010.*
- (a)(12) Investor Presentation Materials dated February 4, 2010.*
- (a)(13) Press Release issued by Parent on April 13, 2010.*
- (a)(14) Investor Presentation Materials dated April 2010.*
- (a)(15) Press Release issued by Parent on April 22, 2010.
- (b) None.
- (d) None.
- (g) None.
- (h) None.

* Previously filed.

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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 22, 2010

HELEN ACQUISITION CORP.

By: /s/ Livaldo Aguiar dos Santos
Name: Livaldo Aguiar dos Santos
Title: President

By: /s/ Luiz Cassiano Rando Rosolen
Name: Luiz Cassiano Rando Rosolen
Title: Vice President

INDÚSTRIAS ROMI S.A.

By: /s/ Livaldo Aguiar dos Santos
Name: Livaldo Aguiar dos Santos
Title: Chief Executive Officer and
President

By: /s/ Luiz Cassiano Rando Rosolen
Name: Luiz Cassiano Rando Rosolen
Title: Controller and Investor Relations
Officer

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EXHIBIT INDEX

**Exhibit
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- (a)(13) Press Release issued by Parent on April 13, 2010.*
- (a)(14) Investor Presentation Materials dated April 2010.*
- (a)(15) Press Release issued by Parent on April 22, 2010.
- (b) None.
- (d) None.
- (g) None.
- (h) None.

* Previously filed.