

FOX & HOUND RESTAURANT GROUP
Form SC TO-T/A
January 18, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Amendment No. 2

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

FOX & HOUND RESTAURANT GROUP

(Name of subject company (Issuer))

F&H FINANCE CORP.

FOX ACQUISITION COMPANY

LEVINE LEICHTMAN CAPITAL PARTNERS III, L.P.

(Names of Filing Persons (Offerors))

Common Stock, \$0.01 par value per share
(Title of classes of securities)

351321104
(CUSIP number of common stock)

Lauren B. Leichtman

Levine Leichtman Capital Partners, Inc.

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- .. 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: ..

This Amendment No. 2, filed on January 18, 2006, to the Tender Offer Statement on Schedule TO (the Initial Statement) filed on January 6, 2006, as amended and supplemented by Amendment No. 1 to the Initial Statement filed on January 17, 2006, and relates to the offer by F&H Finance Corp., a Delaware corporation (Offeror) and a wholly-owned subsidiary of Fox Acquisition Company, a Delaware corporation (FAC), which is a wholly-owned subsidiary of Levine Leichtman Capital Partners III, L.P., a California limited partnership (LLCP), to purchase all outstanding shares of Common Stock, par value \$0.01 per share (the Shares), of Fox & Hound Restaurant Group, a Delaware corporation (the Company), at a purchase price of \$16.00 per Share, net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 6, 2006 (the Offer to Purchase) and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1)(i) and (a)(1)(ii) (which, together with any amendments or supplements thereto, collectively constitute the Offer). Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer to Purchase.

Items 1 through 9 and 11.

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

On January 17, 2006, Offeror, FAC and the Company entered into an Amended and Restated Agreement and Plan of Merger pursuant to which Offeror increased the price per Share to be paid pursuant to the Offer from \$15.50 to \$16.00, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 6, 2006, as amended and to be set forth in a supplement to the Offer to Purchase and in a related Letter of Transmittal, copies of which will be distributed to stockholders of the Company.

A copy of the Amended and Restated Agreement and Plan of Merger, dated as of January 17, 2006, by and among the Company, Offeror and FAC is filed herewith as Exhibit (d)(3) and is incorporated herein by reference.

A copy of the press release issued by Offeror, FAC and LLCP on January 18, 2006 is filed herewith as Exhibit (a)(1)(x) and is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1)(x) Press Release issued by Offeror, FAC and LLCP on January 18, 2006.
- (d)(3) Amended and Restated Agreement and Plan of Merger, dated as of January 17, 2006, by and among the Company, Offeror and FAC.

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After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

F&H FINANCE CORP.

By: /s/ Steven Hartman

Name: Steven Hartman
Title: President

FOX ACQUISITION COMPANY

By: /s/ Steven Hartman

Name: Steven Hartman
Title: President

LEVINE LEICHTMAN CAPITAL PARTNERS III, L.P.

By: Levine Leichtman Capital Partners, Inc.

By: /s/ Steven Hartman

Name: Steven Hartman
Title: Vice President

Dated January 18, 2006

EXHIBIT INDEX

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