

ARVINMERITOR INC  
Form SC TO-T/A  
July 15, 2003

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 2  
TO

SCHEDULE TO  
(RULE 14d-100)

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

DANA CORPORATION  
(Name of Subject Company (Issuer))

DELTA ACQUISITION CORP.  
ARVINMERITOR, INC.  
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$1.00 PER SHARE  
(Title of Class of Securities)

23581110  
(CUSIP Number of Class of Securities)

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VERNON G. BAKER, II, ESQ.  
ARVINMERITOR, INC.  
2135 WEST MAPLE ROAD  
TROY, MICHIGAN 48084  
TELEPHONE: (248) 435-1000  
(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and  
Communications on Behalf of Filing Persons)

COPIES TO:

DENNIS J. FRIEDMAN, ESQ.  
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NEW YORK, NEW YORK 10166  
TELEPHONE: (212) 351-4000

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.

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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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SCHEDULE TO

This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the statement originally filed on July 9, 2003 (as amended or supplemented prior to the date hereof, the "Schedule TO") by ArvinMeritor, Inc., an Indiana corporation ("Parent"), and Delta Acquisition Corp., a Virginia corporation (the "Purchaser"), and a wholly owned subsidiary of Parent. The Schedule TO relates to the offer by the Purchaser to purchase (1) all outstanding shares ("Shares") of common stock, par value \$1.00 per share, of Dana Corporation, a Virginia corporation (the "Company"), and (2) unless and until validly redeemed by the board of directors of the Company, the associated rights to purchase shares of Series A Junior Participating Preferred Stock, no par value, of the Company (the "Rights") issued pursuant to the Rights Agreement, dated as of April 25, 1996 (as amended from time to time, the "Rights Agreement"), by and between the Company and Chemical Mellon Shareholder Services L.L.C., as Rights Agent, at a price of \$15.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 9, 2003 (as amended or supplemented prior to the date hereof, the "Offer to Purchase"), and in the related Letter of Transmittal. Unless the context otherwise requires, all references to the Shares shall be deemed to include the associated Rights, and all references to the Rights shall be deemed to include the benefits that may inure to holders of Rights pursuant to the Rights Agreement. This Amendment No. 2 to the Schedule TO is being filed on behalf of the Purchaser and Parent.

Capitalized terms used and not defined herein have the meanings specified in the Offer to Purchase and the Schedule TO.

The item numbers and responses thereto below are in accordance with the requirements of Schedule TO.

ITEM 8. INTEREST IN SECURITIES OF THE COMPANY.

Section 9 of the Offer to Purchase is hereby amended by adding the following two sentences to the end of the third to last paragraph in such Section:

"As of the date of this Offer to Purchase, Martin D. Walker, a director of Parent, beneficially owns 6,000 Shares, representing approximately 0.004% of the outstanding Shares, 3,000 of which are held in the Martin D. Walker Trust of which Mr. Walker is trustee and beneficiary and 3,000 of which are held in an Individual Retirement Account in his name. Mr. Walker acquired beneficial ownership of all 6,000 Shares in October, 2001."

Schedule I to the Offer to Purchase is hereby amended by replacing the last sentence of the biography of Martin D. Walker with the following sentence:

"He is a director of Lexmark International Group, Textron, Inc. and The Timken Company."

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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.

Date: July 15, 2003

DELTA ACQUISITION CORP.

By: /s/ LARRY D. YOST

-----  
Name: Larry D. Yost  
Title: Chairman of the Board and  
Chief Executive Officer

ARVINMERITOR, INC.

By: /s/ LARRY D. YOST

-----  
Name: Larry D. Yost  
Title: Chairman of the Board and  
Chief Executive Officer

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EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| -----       | -----   |
| (a) (1) (A) | Offer to Purchase, dated July 9, 2003.*   |
| (a) (1) (B) | Letter of Transmittal.*   |
| (a) (1) (C) | Notice of Guaranteed Delivery.*   |
| (a) (1) (D) | 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) (1) (F) | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*   |
| (a) (1) (G) | Press release issued by ArvinMeritor, Inc., dated July 8, 2003, announcing ArvinMeritor's intention to commence the Offer.*                         |
| (a) (1) (H) | Press release issued by ArvinMeritor, Inc., dated July 9, 2003, announcing the commencement of the Offer.*  |
| (a) (1) (I) | Summary Advertisement published July 9, 2003.*  |
| (a) (1) (J) | Complaint filed by ArvinMeritor, Inc. on July 8, 2003 in the Circuit Court for the City of Buena Vista, Virginia.*                                  |
| (a) (1) (K) | Complaint filed by ArvinMeritor, Inc. on July 9, 2003 in United States District Court for the Western District of Virginia.*                        |
| (a) (5) (A) | Press release issued by ArvinMeritor, Inc., dated July 14, 2003, relating to supplemental disclosure requested by the Ohio Department of Commerce.* |
| (a) (5) (B) | Letter from ArvinMeritor, Inc. dated July 14, 2003, to Dana shareholders residing in Ohio, as posted on ArvinMeritor's website.*                    |

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- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed