

LANDAIR CORP  
Form SC TO-T/A  
January 24, 2003

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D. C. 20549

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**SCHEDULE TO/A  
(RULE 14d-100)**

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

(Amendment No. 5 Final Amendment)

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**LANDAIR CORPORATION**

(Name of Subject Company (Issuer) )

**SCOTT M. NISWONGER (Offeror)**

**JOHN A. TWEED (Offeror)**

**LANDAIR ACQUISITION CORPORATION (Offeror)**

(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person) )

**Common Stock, par value \$.01 per share**

(Title of Class of Securities)

**514757103**

(CUSIP Number of Class of Securities)

**Scott M. Niswonger**

**430 Airport Road**

**Greeneville, TN 37745**

**(423) 783-1300**

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

COPY TO:

**William C. Argabrite**

**Hunter, Smith & Davis LLP**

**1212 North Eastman Road**

**P.O. Box 3740**

**Kingsport, Tennessee 37664**

**(423) 378-8829**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

**Amount of Filing Fee\*\***

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\$27,650,480

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\$5,500

\* Estimated for purposes of calculating filing fee only. Calculated as the product of \$13.00, the per share tender offer price for all of the outstanding shares of common stock of Landair Corporation and 2,126,960, the number of outstanding shares sought in the offer.

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\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the aggregate value of the cash offered by Messrs. Niswonger and Tweed and Landair Acquisition Corporation for such number of shares of Landair common stock.

x 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: \$5,500

Filing Parties:

Scott M. Niswonger  
John A. Tweed  
Landair Acquisition Corporation

Form or Registration No.: 005-54679

Date Filed:

December 23, 2002

o 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.
- 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 13D  
INFORMATION**

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**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scott M.  
Niswonger

---

**2**CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP

(a)  x  
(b)  o

---

**3**SEC USE  
ONLY

---

**4**SOURCE OF  
FUNDS BK, PF

---

**5**CHECK BOX IF  
DISCLOSURE OR  
LEGAL  
PROCEEDINGS  
IS REQUIRED  
PURSUANT TO  
ITEM 2(d) OR  
2(e)

---

**6**CITIZENSHIP  
OR PLACE OF  
ORGANIZATION United  
States

---

**7** SOLE  
VOTING  
POWER  
**NUMBER**  
**OF** 0 shares of  
Common  
Stock**SHARES**

---

**BENEFICIALLY 8** SHARED  
VOTING  
POWER  
**OWNED**  
**BY** 7,095,953  
shares of Common  
Stock**EACH**

---

**REPORTING 9** SOLE  
DISPOSITIVE  
POWER  
**PERSON** 0  
shares of Common

Stock**WITH**

---

**10** SHARED  
DISPOSITIVE  
POWER 7,095,953  
shares of Common  
Stock

---

**11**AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON 7,095,953  
shares of Common  
Stock held  
indirectly through  
Landair  
Acquisition  
Corporation.

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**12**CHECK BOX IF  
THE  
AGGREGATE  
AMOUNT IN  
ROW  
(11) EXCLUDES  
CERTAIN  
SHARES<sup>o</sup>

---

**13**PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (11) 96.8%  
Common Stock

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**14**TYPE OF  
REPORTING  
PERSON IN, HC

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**SCHEDULE 13D  
INFORMATION**

---

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John A. Tweed

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**2**CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP

(a)  x  
(b)  o

---

**3**SEC USE  
ONLY

---

**4**SOURCE OF  
FUNDS BK, PF

---

**5**CHECK BOX IF  
DISCLOSURE OR  
LEGAL  
PROCEEDINGS  
IS REQUIRED  
PURSUANT TO  
ITEM 2(d) OR  
2(e)o

---

**6**CITIZENSHIP  
OR PLACE OF  
ORGANIZATION United  
States

---

**7** SOLE  
VOTING  
POWER  
**NUMBER**  
**OF** 0 shares of  
Common  
Stock**SHARES**

---

**BENEFICIALLY 8** SHARED  
VOTING  
**POWER OWNED**  
**BY** 7,095,953  
shares of Common  
Stock**EACH**

---

**REPORTING 9** SOLE  
DISPOSITIVE  
**POWER PERSON** 0  
shares of Common  
Stock**WITH**

---

**10** SHARED  
DISPOSITIVE  
POWER 7,095,953  
shares of Common  
Stock

---

**11**AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON 7,095,953  
shares of Common  
Stock held  
indirectly through  
Landair  
Acquisition  
Corporation.

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**12**CHECK BOX IF  
THE  
AGGREGATE  
AMOUNT IN  
ROW  
(11) EXCLUDES  
CERTAIN  
SHARES<sub>o</sub>

---

**13**PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (11) 96.8%  
Common Stock

---

**14**TYPE OF  
REPORTING  
PERSON IN

---

**SCHEDULE 13D  
INFORMATION**

---

**1** NAME OF REPORTING PERSON  
LANDAIR ACQUISITION CORPORATION  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

---

**2**CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

(a)  x  
(b)  o

---

**3**SEC USE ONLY

---

**4**SOURCE OF FUNDS BK

---

**5**CHECK BOX IF  
DISCLOSURE OR LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO ITEM 2(d)  
OR 2(e) o

---

**6**CITIZENSHIP OR PLACE  
OF  
ORGANIZATION Tennessee

---

**7** SOLE VOTING  
POWER  
**NUMBER OF** 0  
shares of Common  
Stock  
**SHARES**

---

**BENEFICIALLY 8** SHARED  
VOTING POWER  
**OWNED**  
**BY** 7,095,953 shares of  
Common Stock  
**EACH**

---

**REPORTING 9** SOLE  
DISPOSITIVE  
POWER  
**PERSON** 0 shares of  
Common Stock  
**WITH**

---

**10** SHARED DISPOSITIVE  
POWER 7,095,953 shares of  
Common Stock

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**11**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON 7,095,953 shares of  
Common Stock held directly



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**12**CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (11) EXCLUDES  
CERTAIN SHARES<sub>o</sub>

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**13**PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(11) 96.8% Common Stock

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**14**TYPE OF REPORTING  
PERSON CO

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## SCHEDULE TO

This Amendment No. 5 amends and supplements the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed with the Securities and Exchange Commission on December 23, 2002 by Scott M. Niswonger, John A. Tweed and Landair Acquisition Corporation (the Purchasers), as amended and supplemented on January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003 (the Schedule TO). This schedule also amends (i) the Schedule 13D filed by Scott M. Niswonger on June 26, 2000, as amended on October 18, 2002, December 17, 2002, December 23, 2002, January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003; (ii) the Schedule 13D filed by John A. Tweed on January 5, 2001, as amended on October 18, 2002, December 17, 2002, December 23, 2002, January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003; (iii) the Schedule 13D filed by Landair Acquisition Corporation as a member of a group consisting of Purchasers on December 23, 2002, as amended on January 13, 2003, January 16, 2003, January 17, 2003 and January 21, 2003. The Schedule TO relates to the offer by Purchasers to purchase all of the outstanding shares of common stock, par value \$.01 per share (the Shares), of Landair Corporation, a Tennessee corporation (the Company), at a purchase price of \$13.00 per share, net to the seller in cash (the Offer Price) upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 23, 2002 (the Offer to Purchase), as amended and supplemented by the amendment and supplement thereto dated January 13, 2003 (the Supplement) and the Letter to the Shareholders of Landair Corporation dated January 15, 2003, and in the related Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the Offer).

Unless otherwise stated below, the information set forth in the Offer to Purchase, as amended and supplemented by the Supplement (including all schedules thereto) and the Letter to the Shareholders of Landair Corporation dated January 15, 2003, is hereby expressly incorporated herein by reference in response to all items of this Schedule TO, including, without limitation, all of the information required by Schedule 13E-3 that is not included or covered by the items in Schedule TO.

### ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented by adding thereto the following:

The Offer expired at 12:00 midnight, Eastern Standard Time, on Thursday, January 23, 2003. Based upon a preliminary count from the Depository, as of 12:00 midnight, on Thursday, January 23, 2003, approximately 1,923,077 Shares had been tendered pursuant to the offer and not withdrawn (including Shares tendered pursuant to a guarantee of delivery). Such tendered Shares, together with Shares owned by the Purchasers, represent approximately 97% of the Shares outstanding. The Purchasers have accepted such tendered Shares for payment pursuant to the terms of the Offer. Payment for accepted Shares is expected to be made to the Depository on or before January 28, 2003. A copy of the press release, dated Thursday, January 24, 2003, issued by Landair announcing the completion of the tender offer is attached hereto as exhibit (a)(1)(xv) and is incorporated herein by reference.

### ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended by adding the following exhibit thereto:

(a)(1)(xv) Text of press release issued by Landair Corporation dated January 24, 2003.

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**SIGNATURE PAGE**

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.

*/s/ Scott M. Niswonger*

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Scott M. Niswonger

*/s/ John A. Tweed*

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John A. Tweed

**LANDAIR ACQUISITION CORPORATION**

By: */s/ John A. Tweed*

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Name: John A. Tweed

Title: President

Dated: January 24, 2003