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HELLER FINANCIAL INC
Form SC TO-T/A
August 20, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(RULE 14D - 100)

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

(AMENDMENT NO. 1)

HELLER FINANCIAL, INC.

(Name of Subject Company (Issuer))

HAWK ACQUISITION CORP. (OFFEROR)
a wholly-owned subsidiary of

GENERAL ELECTRIC CAPITAL CORPORATION

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

Class A Common Stock, par value \$0.25 per share;
Class B Common Stock, par value \$0.25 per share

(Title of Class of Securities)

423328103
(Class A Common Stock)

(CUSIP Number of Class of Securities)

Nancy E. Barton, Esq.
General Electric Capital Corporation
260 Long Ridge Road
Stamford, Connecticut 06927
(203) 357-8000

(Name, Address and Telephone Numbers of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

COPY TO:

Thomas A. Roberts, Esq.
Raymond O. Gietz, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

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CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$5,510,186,625 | \$1,102,037.33 |

* Estimated for purposes of calculating the amount of the filing fee only. This amount assumes the purchase at \$53.75 per share in cash, pursuant to the Offer to Purchase, of all 46,397,603 issued and outstanding shares of Class A common stock, par value \$0.25 per share (the "Class A Common Stock") and all 51,050,000 issued and outstanding shares of Class B common stock, par value \$0.25 per share, of Heller Financial, Inc., and 5,067,497 shares of Class A Common Stock issuable upon exercise of certain outstanding stock options, in each case as of July 23, 2001.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.

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: \$1,102,037.33

Filing Party: Hawk Acquisition Corp. and
General Electric Capital Corp

Form or Registration No.: Schedule TO-T
SEC File No. 5-10931

Date Filed: August 3, 2001

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:

This Amendment No. 1 amends and supplements the Tender

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Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission on August 3, 2001 by Hawk Acquisition Corp., a Delaware corporation (the "Purchaser") and wholly-owned subsidiary of General Electric Capital Corporation, a Delaware corporation ("GE Capital"). The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of Class A common stock, par value \$0.25 per share (the "Class A Common Stock"), of Heller Financial, Inc., a Delaware Corporation (the "Company"), and all the outstanding shares of Class B common stock, par value \$0.25 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Shares"), of the Company, at a purchase price of \$53.75 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 3, 2001, filed as Exhibit (a)(1)(A) to the Schedule TO (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any supplements or amendments thereto, collectively constitute the "Offer").

ITEM 4. TERMS OF THE TRANSACTION

Clarification to Section 2 ("Acceptance for Payment and Payment") and Section 14 of the Offer to Purchase ("Certain Conditions of the Offer"). If the Purchaser asserts or waives any of the conditions of the Offer, it will do so prior to the Expiration Date. Accordingly, the first paragraph of Section 2 of the Offer to Purchase is hereby amended as follows: the words "later to occur of (i) the Expiration Date and (ii) subject to compliance with the applicable rules and regulations of the Commission, including Rule 14e-1(c) promulgated under the Exchange Act, the satisfaction or waiver of the conditions to the Offer set forth in Section 14" are hereby deleted and replaced by the words "Expiration Date, if the conditions to the Offer set forth in Section 14 have been satisfied or waived on or prior to the Expiration Date." Additionally, Section 14 of the Offer to Purchase is hereby amended as follows: the words "up to and including the Expiration Date" are hereby inserted immediately after the phrase "at any time and from time to time" both times such phrase appears in the penultimate paragraph of Section 14.

ITEM 12. EXHIBITS.

- (a) (1) (A) Offer to Purchase, dated August 3, 2001.*
- (a) (1) (B) Letter of Transmittal.*
- (a) (1) (C) Notice of Guaranteed Delivery.*
- (a) (1) (D) Form of 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.*

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- (a) (1) (G) Press release issued by GE Capital on July 30, 2001 (incorporated by reference to the press release previously filed under cover of Schedule TO by GE Capital on July 30, 2001).*
- (a) (1) (H) Form of Summary Advertisement, dated August 3,

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2001.*

- (b) Not applicable.
- (d) (1) Agreement and Plan of Merger, dated as of July 30, 2001, by and among GE Capital, Purchaser and the Company.*
- (d) (2) Support Agreement, dated as of July 30, 2001, by and among GE Capital, Purchaser and Fuji America Holdings, Inc.*
- (d) (3) Confidentiality Agreement, dated as of July 19, 2001, by and between GE Capital and the Company.*
- (d) (4) Assignment and Assumption of Amended and Restated Keep Well Agreement, dated July 30, 2001, by and among GE Capital, The Fuji Bank, Limited, The Fuji Bank Limited, New York Branch, and the Company.*
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

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SIGNATURES

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.

HAWK ACQUISITION CORP.

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Vice President

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Senior Vice President

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Dated: August 20, 2001

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EXHIBIT INDEX

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and the Company.*

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* Previously filed.