

NEW CENTURY TRS HOLDINGS INC
Form SC TO-I
November 22, 2004

As filed with the Securities and Exchange Commission on November 22, 2004

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

NEW CENTURY TRS HOLDINGS, INC.

(Name of Subject Company (Issuer))

NEW CENTURY TRS HOLDINGS, INC.

(Names of Filing Person (Offeror))

3.50% Convertible Senior Notes Due 2008

(Title of Class of Securities)

64352D AA9

64352D AB7

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(CUSIP Numbers of Class of Securities)

Brad A. Morrice

Vice Chairman, President and Chief Operating Officer

New Century Financial Corporation

18400 Von Karman Avenue, Suite 1000

Irvine, California 92612

(949) 440-7030

(Name, Address and Telephone Numbers of Person Authorized

to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Peter T. Healy, Esq.

O Melveny & Myers LLP

275 Battery Street, 26th Floor

San Francisco, California 94111

(415) 984-8700

Steven B. Stokdyk, Esq.

Sullivan & Cromwell LLP

1888 Century Park East, Suite 2100

Los Angeles, California 90067

(310) 712-6600

CALCULATION OF FILING FEE

Transaction Valuation (1)	Amount of Filing Fee (1)
\$399,840,000	\$50,659.73
(1) Estimated solely for the purpose of determining the registration fee, and calculated based on the average of the high and low prices for the 3.50% Convertible Senior Notes due 2008 of New Century TRS Holdings, Inc. on November 18, 2004, which was 190.4% of par. The amount of the filing fee equals \$126.70 for each \$1,000,000 of the value of the transaction.	
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.	

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Amount Previously Paid:	\$46,429.22	Filing Party:	New Century TRS Holdings, Inc. New Century Financial Corporation
Form or Registration No.:	Form S-4 (333-120209) Form S-4 (333-120209-01)	Date Filed:	November 4, 2004

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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:

SCHEDULE TO

This tender offer statement on Schedule TO relates to an offer (the "Offer") by New Century TRS Holdings, Inc., a Delaware corporation ("New Century TRS"), to have converted all of its 3.50% Convertible Senior Notes due 2008 (CUSIP Nos. 64352D AA9 and 64352D AB7) (the "Notes") for cash and shares of common stock, par value \$.01 per share, of New Century Financial Corporation, a Maryland corporation ("New Century Financial"), upon the terms and subject to the conditions contained in the prospectus (as may be amended or supplemented from time to time, the "Prospectus") dated November 22, 2004 and the related letter of transmittal, which form part of New Century TRS's and New Century Financial's joint Registration Statement on Form S-4 (File Nos. 333-120209 and 333-120209-01), originally filed with the Securities and Exchange Commission on November 4, 2004 (as amended, the "Registration Statement").

The tender offer statement on Schedule TO is being filed in satisfaction of the requirements on Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended.

Item 1. Summary Term Sheet.

The information under the heading "Summary" in the Prospectus is incorporated herein by reference in response to Item 1 of this tender offer statement on Schedule TO.

Item 2. Subject Company Information.

The name of the issuer of the Notes is New Century TRS. New Century TRS's principal executive offices are located at 18400 Von Karman Avenue, Suite 1000, Irvine, California 92612 and the telephone number of its principal executive offices is (949) 440-7030.

The subject class of securities to be exchanged in the Offer is New Century TRS's 3.50% Convertible Senior Notes due 2008. As of November 22, 2004, \$210,000,000 aggregate principal amount of Notes were outstanding.

There is no established trading market for the Notes except for limited or sporadic quotations.

Item 3. Identity and Background of Filing Person.

New Century TRS is the filing person. The information in response to Item 2 is incorporated herein by reference in response to Item 3 of this tender offer statement on Schedule TO.

Item 4. Terms of the Transaction.

The information under the headings Summary, The Offer, and Material U.S. Federal Income Tax Consequences in the Prospectus is incorporated herein by reference in partial response to Item 4 of this tender offer statement on Schedule TO. In addition, no Notes are to be purchased from any officer, director or affiliate of New Century TRS.

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

The information under the subheading Summary Transactions Related to the Offer in the Prospectus is incorporated herein by reference in response to Item 5 of this tender offer statement on Schedule TO.

Item 6. Purposes of the Transaction and Plans or Proposals.

The information under the subheadings The Offer The Purpose of the Offer, The Offer Use of Proceeds and Summary Transactions Related to the Offer in the Prospectus is incorporated herein by reference in response to Item 6 of this tender offer statement on Schedule TO.

Item 7. Source and Amount of Funds or Other Consideration.

The information under the subheading "The Offer - Use of Proceeds" in the Prospectus is incorporated herein by reference in partial response to Item 7 of this tender offer statement on Schedule TO. In addition, no financing plans or arrangements have been made by New Century TRS in order for it to consummate the Offer.

Item 8. Interest in Securities of the Subject Company.

None.

Item 9. Persons/Assets, Retained, Employed, Compensated or Used.

With respect to solicitations in connection with the Offer, the information under the subheadings "The Offer - Dealer Managers," "The Offer - The Exchange Agent" and "The Offer - The Information Agent" in the Prospectus is incorporated herein by reference in partial response to Item 9 of this tender offer statement on Schedule TO. In addition, none of New Century TRS, New Century Financial, the dealer managers, the exchange agent or the information agent is making any recommendation as to whether noteholders should choose to tender the Notes in the Offer.

Item 10. Financial Statements.

(a)(1) The information for the fiscal years ended December 31, 2003 and 2002 on pages F-1 to F-46 in New Century TRS's Annual Report on Form 10-K, as amended, and on pages F-1 to F-47 on Exhibit 99.1 to New Century Financial's Current Report on Form 8-K as filed with the Securities and Exchange Commission on October 14, 2004, is incorporated herein by reference in partial response to Item 10 of this tender offer statement on Schedule TO.

(a)(2) The information on pages 2 to 19 in New Century Financial's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and pages 2 to 19 in New Century TRS's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 is incorporated herein by reference in partial response to Item 10 of this tender offer statement on Schedule TO.

(a)(3) The information in the Prospectus under the heading "Ratio of Earnings to Fixed Charges" is incorporated herein by reference in partial response to Item 10 of this tender offer statement on Schedule TO.

(a)(4) At September 30, 2004, the book value per share of New Century Financial common stock was \$23.61.

Item 11. Additional Information.

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New Century TRS and New Century Financial are not aware of any regulatory approvals necessary to complete the Offer except for those that may be imposed by applicable securities laws.

Item 12. Exhibits

Exhibit No.	Description
Exhibit (a)(1)(i)	Prospectus dated November 22, 2004 (incorporated by reference to the joint Prospectus dated November 22, 2004 of New Century Financial and New Century TRS filed pursuant to Rule 424(b)(3) of the Securities Act of 1933, as amended).
Exhibit (a)(1)(ii)	Letter of Transmittal.
Exhibit (a)(1)(iii)	Notice of Guaranteed Delivery.
Exhibit (a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
Exhibit (a)(1)(v)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
Exhibit (a)(2)	None.
Exhibit (a)(3)	None.
Exhibit (a)(4)	Incorporated by reference herein as Exhibit (a)(1)(i).
Exhibit (a)(5)	Press Release dated November 22, 2004 announcing the commencement of the Offer (incorporated by reference to the Press Release dated November 22, 2004 filed pursuant to Rule 425 of the Securities Act of 1933, as amended).

- Exhibit (b) None.
- Exhibit (d) Purchase Agreement by and between New Century Financial and New Century TRS, dated November 3, 2004 (incorporated by reference to Exhibit 10.1 to New Century TRS's Form 8-K, as filed with the Securities and Exchange Commission on November 4, 2004).
- Exhibit (g) None.
- Exhibit (h) Opinion of O Melveny & Myers LLP (incorporated by reference to Exhibit 8.1 to the Registration Statement).

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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.

NEW CENTURY TRS HOLDINGS, INC.

November 22, 2004

By: */s/* **ROBERT K. COLE**
Robert K. Cole

Chairman and Chief Executive Officer

INDEX TO EXHIBITS

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Exhibit (a)(2)	None.
Exhibit (a)(3)	None.
Exhibit (a)(4)	Incorporated by reference herein as Exhibit (a)(1)(i).
Exhibit (a)(5)	Press Release dated November 22, 2004 announcing the commencement of the Offer (incorporated by reference to the Press Release dated November 22, 2004 filed pursuant to Rule 425 of the Securities Act of 1933, as amended).
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Exhibit (g)	None.
Exhibit (h)	Opinion of O Melveny & Myers LLP (incorporated by reference to Exhibit 8.1 to the Registration Statement).

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CITIZENSHIP OR PLACE OF ORGANIZATION:

Pennsylvania

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH
7.

SOLE VOTING POWER:

-0-

8.

SHARED VOTING POWER:

9.

918,044

SOLE DISPOSITIVE POWER:

-0-

10.

SHARED DISPOSITIVE POWER:

918,044

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

918,044

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

[]

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

4.8%

14.

TYPE OF REPORTING PERSON:

OO

CUSIP No. 46116V105

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- | | | |
|-----|---|--|
| 1. | NAME OF REPORTING PERSON: | Baldwin Enterprises, Inc. |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY | |
| 4. | SOURCE OF FUNDS: | OO |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION: | Colorado |
| | 7. SOLE VOTING POWER: | -0- |
| | 8. SHARED VOTING POWER: | 918,044 |
| | 9. SOLE DISPOSITIVE POWER: | -0- |
| | 10. SHARED DISPOSITIVE POWER: | 918,044 |
| | 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 918,044 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | <input type="checkbox"/> |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | 4.8% |
| 14. | TYPE OF REPORTING PERSON: | CO |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

CUSIP No. 46116V105

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This Amendment No.7 (this “Amendment”) amends the Statement on Schedule 13D originally filed on March 12, 2004 (the “Original Schedule”) by Leucadia National Corporation (“Leucadia”), as subsequently amended (the Original Schedule, as amended. is referred to as the “Schedule 13D”) and is filed by Leucadia, Phlcorp Holding LLC (“Phlcorp”) and Baldwin Enterprises, Inc. (“Baldwin”) (each a “Reporting Person” and collectively, the “Reporting Persons”) with respect to the common stock, \$0.01 par value per share (the “Common Stock”), of INTL FCStone Inc. (formerly known as International Assets Holding Corporation), a Delaware corporation (the “Issuer”). Unless otherwise indicated, all capitalized terms used herein have the meaning ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Schedule 13D and the information on Schedule A hereto are incorporated herein by reference. As of June 18, 2013, the Reporting Persons may be deemed to beneficially own the following shares of Common Stock:

(i) Baldwin owns an aggregate of 918,044 shares of Common Stock, representing approximately 4.8% of the outstanding shares of Common Stock based on the 19,189,177 shares of Common Stock outstanding as of May 6, 2013, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013.

(ii) By virtue of its ownership of all of the outstanding shares of Baldwin, for purposes of this Schedule 13D, Phlcorp may be deemed to be the beneficial owner of all of the shares of Common Stock beneficially owned by Baldwin.

(iii) By virtue of its ownership of all of the outstanding membership interests in Phlcorp, for purposes of this Schedule 13D, Leucadia may be deemed to be the beneficial owner of all of the shares of Common Stock beneficially owned by Baldwin.

(b) The responses of the Reporting Persons to Rows (7) through (10) of the cover pages of this Statement on Schedule 13D, Item 5(a) and the information on Schedule A hereto are incorporated herein by reference.

(c) Transactions in Shares of Common Stock by the Reporting Persons

Reporting Person	Date	Transaction	Number of Shares of Common Stock	Weighted Average Price Per Share
Baldwin Enterprises, Inc.	6/18/2103	Sale	700,000	\$17.0025(1)

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- (1) Reflects weighted average per share price (excluding commissions) of separately priced transactions at a range of \$17.00-\$17.29. Upon the request of the staff of the Commission, full information regarding the number of shares sold at each separate price will be provided.
 - (d) Not applicable.
 - (e) On June 18, 2013, the Reporting Persons ceased to be the beneficial owners of more than five percent of the outstanding Common Stock.
-

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SIGNATURE

After reasonable 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: June 19, 2013

LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando
Name: Joseph A. Orlando
Title: Vice President and Chief Financial Officer

PHLCORP HOLDING LLC

By: /s/ Joseph A. Orlando
Name: Joseph A. Orlando
Title: President

BALDWIN ENTERPRISES, INC.

By: /s/ Joseph A. Orlando
Name: Joseph A. Orlando
Title: President