

CASEYS GENERAL STORES INC  
Form SC TO-T/A  
June 07, 2010

**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)**

**CASEY S GENERAL STORES, INC.**

(Name of Subject Company (Issuer))

**ACT ACQUISITION SUB, INC.**

(Offeror)

an indirect wholly owned subsidiary of

**ALIMENTATION COUCHE-TARD INC.**

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

**Common Stock, No Par Value**

(Title of Class of Securities)

**147528103**

(CUSIP Number of Class of Securities)

**Alain Bouchard**

**President and Chief Executive Officer**

**Alimentation Couche-Tard Inc.**

**4204 Industriel Blvd.**

**Laval, Québec, Canada H7L 0E3**

**Telephone: (450) 667-6632**

(Name, address and telephone number of person

authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Morton A. Pierce, Esq.**

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**1301 Avenue of the Americas**

**New York, New York 10019**

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount Of Filing Fee**</b>
\$1,867,903,632	\$133,182

\* For purposes of calculating the amount of the filing fee only. Based on the offer to purchase up to 51,886,212 shares of common stock, no par value (the Shares), of Casey's General Stores, Inc. (Casey's), including the associated preferred stock purchase rights, at a purchase price of \$36.00 per Share, net to the seller in cash, without interest and subject to any required withholding of taxes. Such number of Shares consists of (i) 50,915,962 Shares issued and outstanding as of March 5, 2010, as reported in Casey's Quarterly Report on Form 10-Q for the period ended January 31, 2010 (the Casey's Form 10-Q) and (ii) 970,250 Shares that may be issued before the expiration of the offer pursuant to the exercise of stock options based on the total number of stock options outstanding as of January 31, 2010 as reported in the Casey's Form 10-Q.

\*\* Calculated in accordance with Rule 0-11 promulgated under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #4 for Fiscal Year 2010, by multiplying the transaction value by 0.00007130.

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:	\$133,182	Filing Parties:	ACT Acquisition Sub, Inc. Alimentation Couche-Tard Inc.
Form or Registration No.:	SC TO-T	Date Filed:	June 2, 2010

.. 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:

x 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: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

.. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

“ Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

**SCHEDULE TO**

This Amendment No. 1 to Schedule TO (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on June 2, 2010 (the Schedule TO) by Alimentation Couche-Tard Inc., a corporation incorporated under the laws of the province of Québec, Canada (Couche-Tard), and ACT Acquisition Sub, Inc., an Iowa corporation and an indirect wholly owned subsidiary of Couche-Tard (Purchaser), relating to the offer by Purchaser to purchase (1) all issued and outstanding shares of common stock, no par value (the Shares), of Casey's General Stores, Inc., an Iowa corporation (Casey's), and (2) the associated rights to purchase shares of Series A Serial Preferred Stock, no par value, of Casey's (the Rights) issued pursuant to the Rights Agreement, dated as of April 16, 2010 (the Rights Agreement), between Casey's and Computershare Trust Company, N.A., as Rights Agent, at a price of \$36.00 per Share (including the associated Rights), net to the seller in cash, without interest and subject to any required withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 2, 2010 (the Offer to Purchase), and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, constitute the Offer). Unless the context otherwise requires, all references herein to the Shares shall be deemed to include the associated Rights, and all references herein to the Rights shall be deemed to include the benefits that may inure to holders of Rights pursuant to the Rights Agreement. This Amendment is being filed on behalf of Couche-Tard and Purchaser.

The information set forth in the Offer to Purchase, including Schedule I thereto, is hereby incorporated by reference in answer to Items 1 through 11 of this Amendment. This Amendment should be read together with the Schedule TO.

**ITEM 6.**

Item 6 of the Schedule TO is hereby amended and supplemented as follows:

On June 7, 2010, Couche-Tard provided notice to Casey's, as required by the By-Laws of Casey's, of its nomination of nine candidates for election to the board of directors of Casey's at the 2010 annual meeting of shareholders of Casey's. The nominees are Howard W. Bates, Jeffrey N. Brown, Hugh L. Cooley, G. Terrence Coriden, Mickey Kim, D.O. Mann, Kevin J. Martin, David B. McKinney and Marc E. Rothbart.

In addition, Couche-Tard provided notice to Casey's, as required by the By-Laws of Casey's, of its proposal to repeal any new by-laws or amendments to the By-Laws of Casey's adopted by the board of directors of Casey's, without shareholder approval, after June 10, 2009 (the date of the last publicly disclosed amendment to the By-Laws of Casey's) and prior to the adoption of the proposal by the shareholders of Casey's.

Couche-Tard further notified Casey's that it intends to solicit proxies for the election of Couche-Tard's nominees and approval of Couche-Tard's proposal. The full text of the press release is attached hereto as Exhibit (a)(5)(D) and is incorporated herein by reference.

**ITEM 12.**

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

- (a)(5)(D) Press Release issued by Alimentation Couche-Tard Inc. on June 7, 2010 announcing Couche-Tard's notice of intent to nominate persons for election as directors and propose shareholder business at the 2010 annual meeting of shareholders of Casey's General Stores, Inc.

**SIGNATURE**

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of June 7, 2010 that the information set forth in this statement is true, complete and correct.

**ACT ACQUISITION SUB, INC.**

By: /s/ Alain Bouchard  
Name: Alain Bouchard

Title: President

**ALIMENTATION COUCHE-TARD INC.**

By: /s/ Alain Bouchard  
Name: Alain Bouchard

Title: President and Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated June 2, 2010.*
(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 Nominees.*
(a)(1)(F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(G)	Summary Advertisement published on June 2, 2010.*
(a)(5)(A)	Press Release issued by Alimentation Couche-Tard Inc. on June 2, 2010 announcing the commencement of the Offer.*
(a)(5)(B)	Press Release issued by Alimentation Couche-Tard Inc. on April 9, 2010 (previously filed in a Schedule TO-C on April 9, 2010).*
(a)(5)(C)	Investor Presentation, dated June 2010.*
(a)(5)(D)	Press Release issued by Alimentation Couche-Tard Inc. on June 7, 2010 announcing Couche-Tard's notice of intent to nominate persons for election as directors and propose shareholder business at the 2010 annual meeting of shareholders of Casey's General Stores, Inc.
(b)	Not applicable.
(d)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed.