

COMMERCIAL METALS CO  
Form SC 14D9/A  
January 11, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**SCHEDULE 14D-9**

(Rule 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT**

**UNDER SECTION 14(d)(4) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 7)

**COMMERCIAL METALS COMPANY**

(Name of Subject Company)

**COMMERCIAL METALS COMPANY**

(Name of Person Filing Statement)

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**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**201723103**

(CUSIP Number of Class of Securities)

**Ann J. Bruder**

**Senior Vice President of Law, Government Affairs and Global Compliance,**

**General Counsel and Corporate Secretary**

**Commercial Metals Company**

**6565 North MacArthur Boulevard, Suite 800**

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**Telephone (214) 689-4300**

(Name, Address and Telephone Number of Person Authorized to Receive

Notices and Communications on Behalf of the Person Filing Statement)

**COPIES TO:**

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.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 7 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the Statement ) originally filed by Commercial Metals Company, a Delaware corporation (the Company ), with the Securities and Exchange Commission on December 19, 2011, relating to the tender offer by IEP Metals Sub LLC, a Delaware limited liability company, which is a wholly owned subsidiary of Icahn Enterprises Holdings L.P., a Delaware limited partnership, to purchase all of the outstanding shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), including the associated rights to purchase shares of Series B Junior Participating Preferred Stock (the Rights, and together with the shares of Common Stock, Shares ), at a price of \$15.00 per Share in cash, without interest and less any applicable withholding taxes. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

**Item 2. Identity and Background of Filing Person.**

Item 2 of the Statement is hereby amended and supplemented by adding the following at the end of the Section entitled Tender Offer :

On January 11, 2012, Icahn Holdings announced in a press release that the Offer had expired. The release stated that all Shares that had been previously tendered and not withdrawn would be promptly returned.

**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.

COMMERCIAL METALS COMPANY

By: /s/ Joseph Alvarado

Name: Joseph Alvarado

Title: President and Chief Executive Officer

Dated: January 11, 2012