

OSI RESTAURANT PARTNERS, INC.

Form SC 13E3/A

June 14, 2007

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13E-3
(RULE 13E-100)
RULE 13E-3 TRANSACTION STATEMENT
UNDER SECTION 13(e) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 7)**

OSI RESTAURANT PARTNERS, INC.

(Name of the Issuer)

OSI RESTAURANT PARTNERS, INC.

CHRIS T. SULLIVAN

ROBERT D. BASHAM

J. TIMOTHY GANNON

A. WILLIAM ALLEN, III

PAUL E. AVERY

JOSEPH J. KADOW

DIRK A. MONTGOMERY

KANGAROO HOLDINGS, INC.

KANGAROO ACQUISITION, INC.

BAIN CAPITAL (OSI) IX, L.P.

BAIN CAPITAL FUND IX, L.P.

CATTERTON PARTNERS VI, L.P.

CATTERTON PARTNERS VI, OFFSHORE, L.P.

(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

6704A101

(CUSIP Number of Class of Securities)

JOSEPH J. KADOW, ESQ.

Executive Vice President, Chief Officer-Legal & Corporate Affairs

OSI Restaurant Partners, Inc.

2202 North West Shore Boulevard, Suite 500

Tampa, Florida 33607

(813) 282-1225

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

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

Transaction valuation*

Amount of filing fee

\$3,239,266,608

\$346,602

* **For purposes of calculating the amount of the filing fee only.** The filing fee was determined by adding (x) the product of (I) the number of shares of Common Stock that are proposed to be acquired in the merger and (II) the merger consideration of \$41.15 in cash per share of Common Stock, plus (y) \$124,955,476 expected to be paid to holders of options to purchase Common Stock with an exercise price of less than \$41.15 per share in exchange for cancellation of such options, plus (z) \$1,544,483 expected to be paid to holders of deferred compensation units in exchange for cancellation of such units ((x), (y) and (z) together, the Total Consideration). The payment of the filing fee, calculated in accordance with Exchange Act Rule 0-11(c)(1), was calculated by multiplying the Total Consideration by .000107.

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: \$339,939

Form or Registration No.: Schedule 14A Preliminary Proxy Statement

Filing Parties: OSI Restaurant Partners, Inc.

Date Filed: January 17, 2007

Amount Previously Paid: \$6,663

Form or Registration No.: Schedule 14A Definitive Additional Materials

Filing Parties: OSI Restaurant Partners, Inc.

Date Filed: May 24, 2007

TABLE OF CONTENTS

Introduction

Item 15. Additional Information

Item 16. Exhibits

SIGNATURE

EXHIBIT INDEX

EX-99.A.5: PRESS RELEASE

Table of Contents

Introduction

This Amendment No. 7 (the *Final Amendment*) to the Rule 13E-3 Transaction Statement on Schedule 13E-3 (this Schedule 13E-3) is being filed by (1) OSI Restaurant Partners, Inc., a Delaware corporation (*OSI* or the *Company*), the issuer of the common stock, par value \$0.01 per share (the *OSI Common Stock*), that is subject to the Rule 13e-3 transaction, (2) Chris T. Sullivan, Robert D. Basham, J. Timothy Gannon, A. William Allen, III, Paul E. Avery, Joseph J. Kadow and Dirk A. Montgomery (collectively, the *OSI Investors*), (3) Kangaroo Holdings, Inc., a Delaware corporation (*Parent*), (4) Kangaroo Acquisition, Inc., a Delaware corporation (*Merger Sub*), (5) Bain Capital (OSI) IX, L.P., a Delaware limited partnership, and Bain Capital Fund IX, L.P., a Cayman Islands exempted limited partnership, and (6) Catterton Partners VI, L.P., a Delaware limited partnership, and Catterton Partners VI, Offshore, L.P., a Cayman Islands exempted limited partnership. This Schedule 13E-3 relates to the Agreement and Plan of Merger, dated as of November 5, 2006, by and among OSI, Parent and Merger Sub, as amended on May 21, 2007 (the *Merger Agreement*).

This Final Amendment is being filed pursuant to Rule 13e-3(d)(3) to report the results of the transaction that is the subject of this Schedule 13E-3.

Item 15. Additional Information

Regulation M-A Item 1011

Item 15(b) is hereby amended and supplemented as follows:

On June 14, 2007, the Company filed a Certificate of Merger with the Secretary of State of the State of Delaware, pursuant to which Merger Sub, an indirect wholly owned subsidiary of Parent, was merged with and into the Company, with the Company continuing as the surviving corporation (the *Merger*). As a result of the Merger, the Company became an indirect wholly owned subsidiary of Parent. The Merger became effective as of 8:00 a.m. on Thursday, June 14, 2007, at which time (i) each outstanding share of OSI Common Stock (other than shares held by the Company in its treasury, shares owned by the Company's subsidiaries, Parent or Merger Sub, any shares held by stockholders who properly perfected appraisal rights and those shares that are subject to an Employee Rollover Agreement or a Founder Rollover Agreement (each as defined in the Merger Agreement)) was automatically converted into the right to receive \$41.15 in cash, without interest, and (ii) the separate corporate existence of Merger Sub ceased. The Company's founders, Chris T. Sullivan, Robert D. Basham and J. Timothy Gannon, sold their shares (other than the shares they contributed to Parent in exchange for Parent common stock which shares were exchanged at a per share valuation of \$40 per share) to Bain Capital (OSI) IX, L.P. for \$40.00 per share in a transaction consummated immediately prior to the consummation of the Merger.

As a result of the Merger, the registration of OSI Common Stock under the Securities Exchange Act of 1934, as amended, will be terminated upon application to the Securities and Exchange Commission. In addition, OSI Common Stock will no longer be listed on any exchange or quotation system, including the New York Stock Exchange.

Item 16. Exhibits

Regulation M-A Item 1016

- (a)(1) Definitive Proxy Statement filed with the Securities and Exchange Commission on April 3, 2007.***
- (a)(2) Form of Proxy Card.***
- (a)(3) First Proxy Supplement, filed with the Securities and Exchange Commission on May 24, 2007.****
- (a)(4) Second Proxy Supplement, filed with the Securities and Exchange Commission on June 4, 2007.*****
- (a)(5) Press Release, dated June 14, 2007.

Table of Contents

- (b)(1) Commitment Letter from Deutsch Bank AG New York Branch, Deutsch Bank AG Cayman Islands Branch, Deutsch Bank Securities, Inc., Bank of America, N.A., Banc of America Bridge, LLC and Banc of America Securities LLC to Kangaroo Acquisition, Inc., dated as of November 5, 2006.*
- (c)(1) Opinion of Wachovia Capital Markets, LLC, attached as Annex B to the Proxy Statement.***
- (c)(2) Opinion of Piper Jaffray & Co., attached as Annex C to the Proxy Statement.***
- (c)(3) Financial analysis presentation materials, dated November 3, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.*
- (c)(4) Financial analysis presentation materials, dated November 5, 2006, prepared by Piper Jaffray & Co., for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**
- (c)(5) Financial analysis presentation materials, dated August 18, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**
- (c)(6) Financial analysis presentation materials, dated September 15, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**
- (c)(7) Financial analysis presentation materials, dated October 9, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**
- (c)(8) Opinion of Wachovia Capital Markets, LLC, attached as Annex B to the First Proxy Supplement.****
- (d)(1) Agreement and Plan of Merger, dated as of November 5, 2006, by and among OSI Restaurant Partners, Inc., Kangaroo Holdings, Inc. and Kangaroo Acquisition, Inc. attached as Annex A to the Proxy Statement.
- (d)(2) Letter of Intent from Kangaroo Holdings, Inc. to Robert Basham, J. Timothy Gannon and Chris Sullivan, dated November 5, 2006.*
- (d)(3) Letter of Intent from Kangaroo Holdings, Inc. to Bill Allen, Paul Avery, Dirk Montgomery and Joe Kadow, dated November 5, 2006.*
- (d)(4) Amendment, dated November 5, 2006, by and among A. William Allen, III, OSI Restaurant Partners, Inc. and OS Restaurant Services, Inc.*
- (d)(5) Amendment, dated November 5, 2006, by and among Paul E. Avery, OSI Restaurant Partners, Inc. and Outback Steakhouse of Florida, Inc.*
- (d)(6) Amendment, dated November 5, 2006, by and among Joseph J. Kadow, OSI Restaurant Partners, Inc., OS Restaurant Services, Inc., OS Management, Inc. and Outback Steakhouse of Florida, Inc.*
- (d)(7) Amendment, dated November 5, 2006, by and between Dirk Montgomery and OSI Restaurant Partners, Inc.*
- (d)(8)

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Amendment to Agreement and Plan of Merger, dated as of May 21, 2007, by and among OSI Restaurant Partners, Inc., Kangaroo Holdings, Inc. and Kangaroo Acquisition, Inc. attached as Annex A to the Proxy Supplement.****

(f) Section 262 of the Delaware General Corporation Law, attached as Annex D to the Proxy Statement.

(g) None.

* Filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission on January 17, 2007.

** Filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission on March 26, 2007.

*** Filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission on April 4, 2007.

**** Filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission on May 24, 2007.

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Commission on
June 4, 2007.

Table of Contents

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

OSI RESTAURANT PARTNERS, INC.

By: /s/ Joseph J. Kadow

Name: Joseph J. Kadow

Title: Executive Vice President
and General Counsel

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

/s/ Chris T. Sullivan

Chris T. Sullivan

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

/s/ Robert D. Basham

Robert D. Basham

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

/s/ J. Timothy Gannon

J. Timothy Gannon

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

/s/ A. William Allen III

A. William Allen III

Table of Contents

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After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

/s/ Paul E. Avery
Paul E. Avery

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

/s/ Joseph J. Kadow
Joseph J. Kadow

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

/s/ Dirk Montgomery
Dirk Montgomery

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

KANGAROO HOLDINGS, INC.

By: /s/ Phil Loughlin
Name: Phil Loughlin
Title: Vice President

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

KANGAROO ACQUISITION, INC.

By: /s/ Phil Loughlin
Name: Phil Loughlin
Title: Vice President

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

BAIN CAPITAL (OSI) IX, L.P.

By: BAIN CAPITAL PARTNERS IX, L.P.
its general partner

By: BAIN CAPITAL INVESTORS, LLC
its general partner

By: /s/ Phil Loughlin
Name: Phil Loughlin
Title: Managing Director
6

Table of Contents

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After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

CATTERTON PARTNERS VI, L.P.

By: CATTERTON MANAGING PARTNER VI,
L.L.C.
its general partner

By: CP6 MANAGEMENT, L.L.C.
its managing member

By: /s/ J. Michael Chu
Name: J. Michael Chu
Title: Managing Member

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

CATTERTON PARTNERS VI OFFSHORE, L.P.

By: CATTERTON MANAGING PARTNER VI,
L.L.C.
its general partner

By: CP6 MANAGEMENT, L.L.C.
its managing member

By: /s/ J. Michael Chu
Name: J. Michael Chu
Title: Managing Member

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: June 14, 2007

BAIN CAPITAL FUND IX, L.P.

By: BAIN CAPITAL PARTNERS IX, L.P.
its general partner

By: BAIN CAPITAL INVESTORS, LLC
its general partner

By: /s/ Phil Loughlin
Name: Phil Loughlin
Title: Managing Director
7

Table of Contents

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Table of Contents

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