

HCC INSURANCE HOLDINGS INC/DE/

Form SC TO-I/A

November 24, 2004

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As filed with the Securities and Exchange Commission on November 24, 2004

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**Amendment No. 2  
to  
SCHEDULE TO**

*Tender Offer Statement under Section 13(e)(1) or 14(d)(1) of the Securities Exchange Act of 1934*

**HCC Insurance Holdings, Inc.**

(Name of Subject Company (Issuer))

**HCC Insurance Holdings, Inc.**

(Name of Filing Person (Offeror))

**2.00% Convertible Notes Due 2021**

(Title of Class of Securities)

**404132 AA 0**

(CUSIP Number of Class of Securities)

**Christopher L. Martin  
HCC Insurance Holdings, Inc.  
13403 Northwest Freeway  
Houston, Texas 77040-6094  
Telephone: (713) 744-9647**

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

Copies to:

**Arthur S. Berner  
Haynes and Boone, LLP  
1221 McKinney Street, Suite 2100  
Houston, Texas 77010-2007  
Telephone: (713) 547-2576**

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.

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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO ) filed with the Securities and Exchange Commission on October 18, 2004 and Amendment No. 1 to Schedule TO filed with the Securities and Exchange Commission on November 16, 2004 by HCC Insurance Holdings, Inc., a Delaware corporation (the Company ), relating to the offer to exchange (the Exchange Offer ) an aggregate principal amount of up to \$172,442,000 of the Company's 2.00% Convertible Exchange Notes due 2021 (the New Notes ) for a like principal amount of the Company's issued and outstanding 2.00% Convertible Notes due 2021 (the Old Notes ) from the registered holders thereof (the Holders ) upon the terms and subject to the conditions contained in the Offering Memorandum dated October 18, 2004 (the Offering Memorandum ) and the related Letter of Transmittal. The Exchange Offer is being made by the Company pursuant to an exemption from registration under Section 3(a)(9) of the Securities Act of 1933, as amended.

**Item 11. Additional Information**

Item 11(b) of the Schedule TO is hereby amended and supplemented to read as follows:

(b) Other Material Information.

On November 23, 2004, the Company issued a press release announcing the completion of the Exchange Offer, which is attached hereto as Exhibit (a)(1)(vi).

**Item 12. Materials to be Filed as Exhibits.**

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

(a)(1)(vi) Press Release, dated November 23, 2004

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**SIGNATURES**

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: November 23, 2004

HCC INSURANCE HOLDINGS, INC.

By: /s/ Edward H. Ellis, Jr.  
Edward H. Ellis, Jr.  
Executive Vice President and Chief  
Financial Officer

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

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(a)(1)(vi)

Press Release, dated November 23, 2004