

SL INDUSTRIES INC  
Form SC 14D9/A  
May 26, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14D 9**

(Amendment No. 5)

**SOLICITATION/ RECOMMENDATION STATEMENT  
UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

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**SL INDUSTRIES, INC.**

(Name of Subject Company (issuer))

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**SL INDUSTRIES, INC.**

(Names of Persons Filing Statement)

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**Common Stock, par value \$0.20 per share**  
(Title of Class of Securities)

**784413106**  
(CUSIP Number of Class of Securities)

**William T. Fejes, Jr.**

**President and Chief Executive Officer**

**SL Industries, Inc.  
520 Fellowship Road, Suite A114**

**Mt. Laurel, New Jersey 08054  
(856) 727-1500**

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

With copies to:

**Alan Perkins, Esq.**

**Evan Stone, Esq.  
Gardere Wynne Sewell LLP**

**1601 Elm Street, Suite 3000**

**Dallas, Texas 75201**

**(214) 999-3000**

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

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**Purpose of Amendment**

This Amendment No. 5 (this *Amendment* ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of SL Industries, Inc. (the *Company* ) filed with the Securities and Exchange Commission (the *SEC* ) on April 21, 2016 (as amended or supplemented from time to time, the *Schedule 14D-9* ). The Schedule 14D-9 relates to the tender offer by Handy & Harman Ltd., a Delaware corporation ( *H&H* ), Handy & Harman Group Ltd., a Delaware corporation and a wholly owned subsidiary of H&H ( *AcquisitionCo* ), and SLI Acquisition Co., a Delaware corporation and a wholly owned subsidiary of AcquisitionCo ( *Acquisition Sub* ), as disclosed in a Tender Offer Statement on Schedule TO, as amended and supplemented, filed by H&H, AcquisitionCo and Acquisition Sub with the SEC on April 21, 2016, for Acquisition Sub to purchase all of the outstanding shares of the Company's common stock, \$.20 per value per share, at a purchase price of \$40.00 per share, on the terms and subject to the conditions set forth in the Offer to Purchase, as amended and supplemented, dated April 21, 2016 , and in the related Letter of Transmittal , as amended and supplemented.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged. This Amendment is being filed to reflect certain updates as reflected below.

**Item 8. Additional Information**

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following as the final paragraph of the subsection titled *Extension of the Offer* :

On May 26, 2016, AcquisitionCo further extended the expiration of the Offer. The Offer was previously scheduled to expire at 12:00 midnight, New York City Time, on May 25, 2016. The expiration date of the Offer is extended to 5:00 p.m., New York City Time, on May 31, 2016, pursuant to the Merger Agreement unless further extended. American Stock Transfer & Trust Company, LLC, the depository for the Offer, has advised the Company that, as of 12:00 midnight, New York City time, on May 25, 2016, 2,786,108 Shares had been validly tendered and not validly withdrawn, representing approximately 70.2% of the outstanding Shares and 60.5% of the outstanding Shares not owned by H&H or any of its affiliates.

On May 26, 2016 H&H issued a press release announcing the extension of the Offer. The full text of the press released is attached hereto as Exhibit (a)(1)(N) and is incorporated herein by reference.

**Item 9. Material to be Filed as Exhibits**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

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**EXHIBIT NO.**

**DESCRIPTION**

(a)(1)(N)	Press Release issued by Handy & Harman Ltd. on May 26, 2016 (incorporated by reference to Exhibit (a)(5)(C) to Schedule TO-T/A filed by Handy & Harman Ltd. on May 19, 2016)
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**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.

**SL INDUSTRIES, INC.**

By:	/s/ William T. Fejes, Jr.
Name:	William T. Fejes, Jr.
Title:	Chief Executive Officer and President
Dated:	May 26, 2016