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BOOTS & COOTS INTERNATIONAL WELL CONTROL INC
Form SC 13D/A
August 20, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 5
TO
SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(A) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

BOOTS & COOTS INTERNATIONAL WELL CONTROL, INC.
(NAME OF ISSUER)

COMMON STOCK
\$0.00001 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

099469108
(CUSIP NUMBER)

JACK L. PFEILSTICKER
VICE PRESIDENT AND CORPORATE COUNSEL
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA
GATEWAY CENTER FOUR
7TH FLOOR
100 MULBERRY STREET
NEWARK, NEW JERSEY 07102-4069
(973) 802-9200
(NAME, ADDRESS AND TELEPHONE NUMBER OF
PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS)

AUGUST 18, 2003
(DATE OF EVENT WHICH REQUIRES FILING OF
THIS STATEMENT)

IF THE FILING PERSON HAS PREVIOUSLY FILED A STATEMENT ON SCHEDULE 13G
TO REPORT THE ACQUISITION WHICH IS THE SUBJECT OF THIS SCHEDULE 13D, AND IS
FILING THIS STATEMENT BECAUSE OF RULE 13D-1(E), 13D-1(F) OR 13D-1(G), CHECK THE
FOLLOWING BOX [] .

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1. NAME OF REPORTING PERSON PRUDENTIAL FINANCIAL, INC.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: N/A

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
New Jersey

NUMBER OF SHARES
BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

7. SOLE VOTING POWER
9,848,962

8. SHARED VOTING POWER
0

9. SOLE DISPOSITIVE POWER
9,848,962

10. SHARED DISPOSITIVE POWER
0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,848,962

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.5%

14. TYPE OF REPORTING PERSON
HC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 5 to Schedule 13D amends the Schedule 13D filed by The Prudential Insurance Company of America, a New Jersey corporation ("Prudential"), with the Commission on July 16, 2001 (the "Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D filed by Prudential Financial, Inc. ("Prudential Financial") with the Commission on April 1, 2003, Amendment No. 2 to Schedule 13D filed by Prudential Financial on July 8, 2003, Amendment No. 3 to Schedule 13D filed by Prudential Financial on July 22, 2003 and Amendment No. 4 to Schedule 13D filed by Prudential Financial on August 12, 2003 ("Amendment No. 4"). Unless otherwise set forth herein, the information set forth in the Schedule 13D remains unchanged. Unless otherwise defined herein, all capitalized terms used herein shall have the meanings previously ascribed to them in the previous filings of the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is amended to add the following after the twenty-first paragraph thereof:

On August 15 and 18, 2003, Prudential sold an aggregate of 4,597,600 shares of Common Stock in market transactions pursuant to the provisions of Rule 144 promulgated by the Commission under the Securities Act of 1933, as amended,

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for aggregate net proceeds of \$1,511,237. The price breakdown of the sales on August 15, 2003 was as follows: 82,100 shares at \$0.33; and 1,200 shares at \$0.34. The price breakdown of the sales on August 18, 2003 was as follows: 513,600 shares at \$0.34; 1,328,600 shares at \$0.35; 2,029,500 shares at \$0.36; 434,100 shares at \$0.37; and 208,500 shares at \$0.38.

As of August 19, 2003, Prudential holds no shares of Common Stock directly and 9,672,598 shares of Common Stock issuable upon exercise of the Warrants. Prudential also continues to hold 582 shares of Series E Stock which are convertible into 582 shares of Series F Stock, which are convertible into 176,364 shares of Common Stock as of August 19, 2003. Prudential continues to evaluate the possible disposition of the remainder of its interest in the Company.

Except as set forth above, Prudential has no present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Except as set forth above, the information set forth in Item 4 of the Schedule 13D remains unchanged.

Item 5. Interest in Securities of the Issuer.

Items 5(a), (b) and (c) of the Schedule 13D are amended and restated to read in their entirety as follows:

(a) The responses of Prudential Financial to Rows (11) through (13) of the cover pages of this statement on Schedule 13D are incorporated herein by reference. As of August 19, 2003, Prudential Financial, through its wholly owned subsidiary, Prudential, beneficially owned an aggregate of 9,848,962 shares of Common Stock, representing 8.5% of the outstanding shares of Common Stock,

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calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The outstanding shares of Common Stock, 115,960,682, are based on (i) 106,111,720 shares outstanding as of August 13, 2003, as disclosed by the Company in its Quarterly Report on Form 10-Q, filed on August 14, 2003, plus (ii) 9,672,598 shares that Prudential Financial has the right to acquire upon the exercise of the Warrants, plus (iii) 176,364 shares that Prudential Financial has the right to acquire upon the conversion of its remaining shares of Series E Stock (see Item 4).

Except as disclosed in this Item 5(a), neither Prudential Financial, nor, to the best of its knowledge, any of its directors or executive officers beneficially owns any shares of Common Stock.

(b) The responses of Prudential Financial to (i) Rows (7) through (10) of the cover page of this statement on Schedule 13D/A and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) Except as disclosed in Item 4 hereof, neither Prudential Financial, nor, to the best of its knowledge, any of its directors or executive officers, has effected any transaction in Common Stock since the filing of Amendment No. 4.

(d) Not applicable.

(e) Not applicable.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 19, 2003

PRUDENTIAL FINANCIAL, INC.

By: /s/ Jack L. Pfeilsticker

Name: Jack L. Pfeilsticker
Title: Vice President

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