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GUEST SUPPLY INC
Form SC TO-I/A
February 05, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

GUEST SUPPLY, INC.
(Name of Subject Company)

SYSCO FOOD SERVICES OF NEW JERSEY, INC.
SYSCO CORPORATION
(Names of Filing Persons -- Offerors)

COMMON STOCK, NO PAR VALUE 401630 10 8
(TITLE OF CLASS OF SECURITIES) (CUSIP Number of Class of Securities)

MICHAEL C. NICHOLS, ESQ.
VICE PRESIDENT, GENERAL COUNSEL AND ASSISTANT SECRETARY
SYSCO CORPORATION
1390 ENCLAVE PARKWAY
HOUSTON, TEXAS 77077
(281) 584-1390
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Person)

COPIES TO:

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ARNALL GOLDEN GREGORY LLP
2800 ONE ATLANTIC CENTER
1201 WEST PEACHTREE STREET
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 Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

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.

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[] 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: []

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed on February 5, 2001 by Sysco Corporation, a Delaware corporation ("SYSCO"), and Sysco Food Services of New Jersey, Inc., a Delaware corporation ("SFS New Jersey") and a wholly owned subsidiary of SYSCO relating to the offer by SFS New Jersey to exchange shares of common stock, par value \$1.00 per share (the "SYSCO Shares"), of SYSCO for the outstanding shares of common stock, no par value (the "Guest Supply Shares"), of Guest Supply, Inc., a New Jersey corporation ("Guest Supply"), based on an exchange ratio described in the Schedule TO and upon the terms and subject to the adjustments and conditions set forth in the preliminary prospectus dated February 5, 2001 (the "Prospectus") and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as exhibits (a)(1) and (a)(2) and which are hereby incorporated by reference.

ITEM 12. EXHIBITS.

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

(a) (8) Press release issued by Sysco Corporation on February 5, 2001.

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.

Dated: February 5, 2001

SYSCO FOOD SERVICES OF NEW JERSEY, INC.

By: /s/ Michael C. Nichols

Name: Michael C. Nichols

Title: President

SYSCO CORPORATION

By: /s/ Michael C. Nichols

Name: Michael C. Nichols

Title: Vice President and General Counsel