

GEORGIA PACIFIC CORP

Form SC TO-I/A

May 09, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 1)

Georgia-Pacific Corporation

(Name of Subject Company (Issuer))
Georgia-Pacific Corporation

(Names of Filing Persons (Offeror))
Certain Outstanding Options to Purchase Georgia-Pacific Group Common Stock, par value \$.80 per share, and
Certain Outstanding Stock Appreciation Rights

(Title of Class of Securities)
373298108

(CUSIP Number of Class of Securities)
(Underlying Common Stock)
Kenneth F. Khoury, Esq.
Vice President, Deputy General Counsel and Secretary
GEORGIA-PACIFIC CORPORATION
133 Peachtree Street, N.E.
Atlanta, Georgia 30303
Telephone: (404) 652-4000

Copy To:
Cal Smith, Esq.
Troutman Sanders LLP
600 Peachtree Street, Suite 5200
Atlanta, Georgia 30308
Telephone: (404) 885-3000

(Name, Address and Telephone Numbers of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)
CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$74,756,381	\$6,048(1)

* Estimated for purposes of calculating the amount of the filing fee only. This amount assumes that options to purchase 10,684,721 shares of common stock of Georgia-Pacific Corporation and 3,571,000 SAR units will be exchanged and cancelled pursuant to this offer. The amount of the filing fee is calculated in accordance with Section 13(e)(3) of the Securities Exchange Act of 1934, as amended, and is based on the product of (i) the approximate aggregate value of such options and SARs (\$74,756,381), calculated based on the Black-Scholes option pricing model as the transaction value multiplied by (ii) \$80.90 per each \$1.0 million of the value of the transaction.

(1) Previously paid.

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- 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. Identifying the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: _____ Filing Party: _____

Form or Registration No.: _____ Date Filed: _____

- 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.
- 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. 1 amends and supplements the Tender Offer Statement on Schedule TO relating to our offer to exchange certain outstanding options for restricted stock and certain outstanding SARs for replacement SARs, subject to the terms and conditions in the Offer to Exchange, dated May 7, 2003 (the Offer to Exchange).

Item 4. Terms of the Transaction

Item 4 of the Schedule TO is supplemented to include the information set forth in the Notice to Eligible Employees, attached hereto as Exhibit (a)(8), and incorporated herein by reference.

Item 12. Exhibits

Exhibit Number	Description of Exhibits
(a)(8)	Notice to Eligible Employees, dated May 9, 2003.

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.

GEORGIA-PACIFIC CORPORATION

Date: May 9, 2003

By: /s/ Kenneth F. Khoury

Kenneth F. Khoury,
Vice President, Deputy General Counsel
and Secretary

EXHIBIT INDEX

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