

SL INDUSTRIES INC
Form SC 14D9/A
May 19, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D 9

(Amendment No. 3)

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

SL INDUSTRIES, INC.

(Name of Subject Company (issuer))

SL INDUSTRIES, INC.

(Names of Persons Filing Statement)

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

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

Purpose of Amendment

This Amendment No. 3 (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 filed by H&H, AcquisitionCo and Acquisition Sub with the United States Securities and Exchange Commission 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, dated April 21, 2016 (together with any amendments and supplements thereto, the *Offer to Purchase*), and in the related Letter of Transmittal (together with any amendments and supplements thereto, the *Letter of Transmittal* and, together with the Offer to Purchase, the *Offer*).

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used and not defined herein shall have the meanings given to such terms in the Schedule 14D-9. 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 inserting the following heading and paragraphs immediately preceding the subheading **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**:

Extension of the Offer

On May 19, 2016, AcquisitionCo extended the expiration of the Offer. The Offer was previously scheduled to expire at 12:00 midnight, New York City Time, on May 18, 2016. The expiration date of the Offer is extended to 12:00 midnight, New York City Time, on May 25, 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 18, 2016, 3,130,407 Shares had been validly tendered and not validly withdrawn, representing approximately 78.9% of the outstanding Shares and 71.6% of the outstanding Shares not owned by H&H or any of its affiliates.

On May 19, 2016, H&H issued a press release announcing the extension of the Offer. The full text of the press release is attached hereto as Exhibit (a)(1)(M) and is incorporated herein by reference.

Item 9. Material to be Filed as Exhibits

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

| EXHIBIT NO. | DESCRIPTION |
|--------------------|--|
| (a)(1)(M) | Press Release issued by Handy & Harman Ltd. on May 19, 2016 (incorporated by reference to Exhibit (a)(5)(B) to Schedule TO-T/A filed by Handy & Harman Ltd. on May 19, 2016) |

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 19, 2016 |