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PENN TREATY AMERICAN CORP
Form SC TO-I/A
October 22, 2002

As filed with the Securities and Exchange Commission on October 22, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 6)
(RULE 14D-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

PENN TREATY AMERICAN CORPORATION
(Name of Subject Company)

PENN TREATY AMERICAN CORPORATION
(Issuer)

61/4% CONVERTIBLE SUBORDINATED NOTES DUE 2003
(Title of Class of Securities)

707 874 AC7
707 874 AA1
707 874 AB9
(CUSIP Number of Class of Securities)

William W. Hunt
President and Chief Operating Officer
Penn Treaty American Corporation
3440 Lehigh Street
Allentown, Pennsylvania 18103
(610) 965-2222
(Name, address and telephone number of person
authorized to receive notices and
communications on behalf of Filing
Person)

Copies to:
Justin P. Klein, Esq.
Ballard Spahr Andrews & Ingersoll, LLP
1735 Market Street, 51st Floor
Philadelphia, Pennsylvania 19103
(215) 665-8500

Calculation of Filing Fee

Transaction Valuation* Amount of Filing Fee**

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\$ 74,750,000

\$6,877***

* Estimated for the purposes of calculating the amount of the filing fee only. The amount assumes the exchange of the entire aggregate principal amount of 6 1/4% Convertible Subordinated Notes due 2003 (the "Subordinated Notes") of Penn Treaty American Corporation ("Penn Treaty") for 6 1/4% Convertible Notes due 2008 (the "Exchange Notes") issued by Penn Treaty. Penn Treaty intends to issue up to \$74,750,000 aggregate principal amount of Exchange Notes in exchange for the entire outstanding aggregate principal amount of the Subordinated Notes. Based on the August 26, 2002 value of the outstanding Subordinated Notes, the transaction value is equal to \$74,750,000.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

*** Previously paid.

[] Check 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. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

| | |
|---------------------------|-----------------|
| AMOUNT PREVIOUSLY PAID: | Not applicable. |
| FILING PARTY: | Not applicable. |
| FORM OR REGISTRATION NO.: | Not applicable. |
| DATE FILED: | Not applicable. |

[] 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.

[x] 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: [x]

Introductory Statement

This Amendment No. 6 amends and supplements the Tender Offer Statement on Schedule TO (the "Statement") filed by Penn Treaty American Corporation ("Penn Treaty") with the Securities and Exchange Commission on August 28, 2002, in connection with its offer to exchange up to \$74,750,000 aggregate principal amount of 6 1/4% Convertible Subordinated Notes due 2003 of Penn Treaty, or such lesser principal amount as is properly tendered and not withdrawn, for 6 1/4% Convertible Subordinated Notes due 2008 upon the terms and subject to the conditions set forth in the Offering Circular, dated August 28, 2002, the related Letter of Transmittal dated August 28, 2002 and the Supplement to the Exchange Offer dated September 13, 2002, copies of which were attached to the Statement, as amended, as Exhibits (a)(1), (a)(2) and (a)(11), respectively

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(which, as they may be amended and supplemented from time to time, together constitute the "Exchange Offer"). Penn Treaty filed an Amendment No. 1 to the Statement on September 9, 2002, an Amendment No. 2 to the Statement on September 13, 2002, an Amendment No. 3 to the Statement on September 27, 2002, an Amendment No. 4 to this Statement on October 4, 2002, and an Amendment No. 5 to this Statement on October 11, 2002.

Item 4. Terms of the Transaction

Item 4 of the Statement is hereby amended and supplemented as follows:

The Exchange Offer expired at 11:59 p.m., New York City time, on Friday, October 18, 2002. According to the information provided by the exchange agent, prior to the expiration of the Exchange Offer, an aggregate principal amount of \$59,703,000 of Subordinated Notes had been tendered and not withdrawn pursuant to the Exchange Offer (including \$165,000 of Subordinated Notes tendered pursuant to the procedure for guaranteed delivery), which constitutes approximately 80% of the outstanding Subordinated Notes. Upon the terms and subject to the conditions of the Exchange Offer, Penn Treaty will issue Exchange Notes of an equal aggregate amount in exchange for such tendered Subordinated Notes. On October 21, 2002, Penn Treaty issued a press release announcing the results of the Exchange Offer. A copy of this press release is filed as Exhibit (a)(16) to this Statement and incorporated herein by reference.

Item 12. Exhibits

Item 12 of this Statement is hereby amended to add a reference to Exhibit (a)(16), which is attached as an exhibit hereto.

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|--|
| 99.(a)(16) | Press Release dated October 21, 2002.* |

* Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 6 to the Statement is true, complete and correct.

PENN TREATY AMERICAN CORPORATION

Dated: October 22, 2002

By: /s/ William W. Hunt

William W. Hunt
President and
Chief Operating Officer

EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|-------------|
|----------------|-------------|

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99.(a)(16)

Press Release dated October 21, 2002.*

* Filed herewith.

Exhibit 99.(a)(16)

PENN TREATY AMERICAN CORPORATION CONCLUDES SUCCESSFUL DEBT EXCHANGE OFFER

ALLENTOWN, PA., Oct. 21, 2002 - Penn Treaty American Corporation (NYSE - PTA) today announced that its offer to exchange its outstanding \$74,750,000 convertible notes due 2003 (the "Subordinated Notes") for convertible notes due 2008 (the "Exchange Notes") concluded at 11:59 p.m., on Friday, October 18, 2002.

PTA has been informed by its exchange agent, Wells Fargo Bank Minnesota, N.A., that \$59,703,000 or 80% of the Subordinated Notes were tendered to the Company in the exchange offer.

Upon the terms and subject to the conditions of the exchange offer, the Company will issue Exchange Notes of an equal aggregate amount in exchange for the tendered Subordinated Notes.

The exchange offer is a significant component of the Company's ongoing plan for balance sheet and capital reformulation. The Company believes that, as it evaluates alternatives for capital to support future growth, the successful exchange of a majority of the Subordinated Notes for Exchange Notes has further enabled these efforts.

The Company, through its wholly owned direct and indirect subsidiaries, Penn Treaty Network America Insurance Company, American Network Insurance Company, American Independent Network Insurance Company of New York, Penn Treaty (Bermuda), Ltd., United Insurance Group Agency, Inc., Network Insurance Senior Health Division and Senior Financial Consultants Company, is primarily engaged in the underwriting, marketing and sale of individual and group accident and health insurance products, principally covering long-term nursing home and home health care.