

WILLAMETTE INDUSTRIES INC
Form SC TO-T/A
May 24, 2001

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Amendment No. 38)

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

WILLAMETTE INDUSTRIES, INC.
(Name of Subject Company (Issuer))

COMPANY HOLDINGS, INC.
WEYERHAEUSER COMPANY
(Names of Filing Persons -- Offerors)

COMMON STOCK, PAR VALUE \$0.50 PER SHARE
(Title of Class of Securities)

969133107
(CUSIP Number of Class of Securities)

Robert A. Dowdy, Esq.
Weyerhaeuser Company
Federal Way, Washington 98063
Telephone: (253) 924-2345

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of Filing Persons)

Copy to:

Richard Hall, Esq.
Cravath, Swaine & Moore
825 Eighth Avenue
New York, New York 10019
Telephone: (212) 474-1000

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SCHEDULE TO

This Statement amends and supplements the Tender Offer Statement
on Schedule TO filed with the Securities and Exchange Commission on November
29, 2000 (as previously amended, the "Schedule TO"), relating to the offer by
Company Holdings, Inc., a Washington corporation (the "Purchaser") and a

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wholly owned subsidiary of Weyerhaeuser Company, a Washington corporation ("Weyerhaeuser" or "Parent"), to purchase (1) all outstanding shares ("Shares") of common stock, par value \$0.50 per share, of Willamette Industries, Inc., an Oregon corporation ("Willamette" or the "Company"), and (2) unless and until validly redeemed by the Board of Directors of Willamette, the related rights to purchase shares of Series B Junior Participating Preferred Stock, \$0.50 par value per share, of Willamette (the "Rights") issued pursuant to the Rights Agreement, dated as of February 25, 2000 by and between Willamette and Mellon Investor Services LLC (f/k/a ChaseMellon Shareholder Services, L.L.C.), as Rights Agent, at a price of \$50.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase"), dated November 29, 2000, the Supplement thereto dated May 7, 2001 (the "Supplement") and in the related revised Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). Unless the context otherwise requires, all references to the Shares shall be deemed to include the associated Rights, and all references to the Rights shall be deemed to include the benefits that may inure to holders of Rights pursuant to the Rights Agreement.

Capitalized terms used herein and not defined herein have the respective meanings assigned such terms in the Offer to Purchase, the Supplement and the Schedule TO.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

On May 23, 2001, a representative of Morgan Stanley, Weyerhaeuser's financial advisor, telephoned a representative of Goldman Sachs, Willamette's financial advisor, to repeat Weyerhaeuser's willingness to pay an increased price if Willamette were willing to promptly negotiate a definitive merger agreement. The representative of Goldman Sachs declined to discuss in detail Weyerhaeuser's willingness to pay an increased price, and stated that Goldman Sachs was not authorized to discuss value with Weyerhaeuser or its representatives.

ITEM 11. ADDITIONAL INFORMATION.

On May 24, 2001, Proxy Monitor recommended that Willamette shareholders vote for the Weyerhaeuser nominees at Willamette's 2001 annual meeting of shareholders. The text of a press release issued by Weyerhaeuser on May 24, 2001 is filed as Exhibit (a)(5)(II) hereto.

ITEM 12. EXHIBITS.

(a)(5)(II) Press release issued by Weyerhaeuser Company on May 24, 2001.

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SIGNATURES

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

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COMPANY HOLDINGS, INC.,

by

/s/ STEVEN R. ROGEL

Name: Steven R. Rogel
Title: President

WEYERHAEUSER COMPANY,

by

/s/ STEVEN R. ROGEL

Name: Steven R. Rogel
Title: President and Chief
Executive Officer

Dated: May 24, 2001

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EXHIBIT INDEX

Exhibit	Description
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(a) (5) (II)	Press release issued by Weyerhaeuser Company on May 24, 2001.

Exhibit (a) (5) (II)

[Weyerhaeuser Company logo]

NEWS RELEASE

For Immediate Release

PROXY MONITOR RECOMMENDS THAT WILLAMETTE SHAREHOLDERS VOTE
FOR WEYERHAEUSER NOMINEES

FEDERAL WAY, Wash., May 24, 2001 - Weyerhaeuser Company (NYSE: WY) today announced that Proxy Monitor recommended that Willamette Industries, Inc. (NYSE: WLL) shareholders vote FOR the Weyerhaeuser slate of director nominees at Willamette's Annual Meeting scheduled to be held on June 7, 2001.

Proxy Monitor is widely recognized as a leading independent proxy advisory firm. Many institutional investment firms, mutual funds, and other fiduciaries throughout the country rely upon its recommendations.

In reaching its decision to recommend that Willamette shareholders vote FOR the Weyerhaeuser nominees over the Willamette slate, Proxy Monitor stated in

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its May 24, 2001 report that:

"[O]ne has to wonder whether the Willamette board would accept ANY offer from Weyerhaeuser, or any other suitor for that matter. Management has consistently refused to negotiate with Weyerhaeuser, has not given any indication of a price it might accept, and has not looked for other buyers. Instead, the board's strategy seems to be concentrated upon its own survival."

"[T]he Willamette board appears to have lost sight of the fiduciary responsibility it owes to its shareholders and, for that reason, its credibility as well."

"Willamette's agreement with its financial advisor in this contest, Goldman Sachs & Co., is eye-popping as well."*

Weyerhaeuser noted that Willamette is paying Goldman Sachs \$30 million to prevent a transaction with Weyerhaeuser.

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Steven R. Rogel, chairman, president, and chief executive officer of Weyerhaeuser, said, "We are pleased that Proxy Monitor has joined Institutional Shareholder Services in recommending that Willamette shareholders vote for the Weyerhaeuser director nominees. We believe that the current Willamette board will not sell the company at any price. At Willamette's Annual Meeting, shareholders will have the opportunity to send a message to the Willamette board that cannot be ignored by electing directors who are committed to maximizing value for shareholders now."

Weyerhaeuser is seeking the support of Willamette shareholders for the election of the three Weyerhaeuser nominees to Willamette's board at the Willamette Annual Meeting. Weyerhaeuser urges Willamette shareholders to sign, date and return the GOLD proxy card today voting FOR the election of the Weyerhaeuser nominees. For more information about how to vote for the Weyerhaeuser slate of director nominees, shareholders can call Weyerhaeuser's proxy solicitor, Innisfree M&A Incorporated, at 1-877-750-5838 (toll-free).

Weyerhaeuser Company, one of the world's largest integrated forest products companies, was incorporated in 1900. In 2000, sales were \$16 billion. It has offices or operations in 17 countries, with customers worldwide. Weyerhaeuser is principally engaged in the growing and harvesting of timber; the manufacture, distribution and sale of forest products; and real estate construction, development and related activities. Additional information about Weyerhaeuser's businesses, products and practices is available at www.weyerhaeuser.com.

*PERMISSION TO USE QUOTATIONS NEITHER SOUGHT NOR OBTAINED

FORWARD-LOOKING STATEMENTS

This news release contains statements concerning the company's future results and performance that are forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any such forward looking

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statement made by Weyerhaeuser with respect to the Willamette tender offer is not entitled to the benefit of the safe harbor protections of the Private Securities Litigation Reform Act of 1995. The accuracy of such statements is subject to a number of risks, uncertainties and assumptions that may cause actual results to differ materially from those projected, including, but not limited to, the effect of general economic conditions, including the level of interest rates and housing starts; market demand for the company's products, which may be tied to the relative strength of various US business segments; performance of the company's manufacturing operations; the types of logs harvested in the company's logging operations; the level of competition from foreign producers; the effect of forestry, land use, environmental and other governmental regulations; and the risk of losses from fires, floods and other natural disasters. The company is also a large exporter and is affected by changes in economic activity in Europe and Asia, particularly Japan, and by changes in currency exchange rates, particularly the relative value of the US dollar and the Euro, and restrictions on international trade. These and other factors that could cause or contribute to actual results differing materially from such forward looking statements are discussed in greater detail in the company's Securities and Exchange Commission filings.

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IMPORTANT INFORMATION

Company Holdings, Inc. ("CHI"), a wholly owned subsidiary of Weyerhaeuser Company, has commenced a tender offer for all the outstanding shares of common stock of Willamette Industries, Inc. at \$50.00 per share, net to the seller in cash, without interest. The offer currently is scheduled to expire at 12:00 midnight, New York City time, on June 7, 2001. CHI may extend the offer. If the offer is extended, CHI will notify the depository for the offer and issue a press release announcing the extension on or before 9:00 a.m. New York City time on the first business day following the date the offer was scheduled to expire.

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