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BELDEN CDT INC.
Form SC 13G/A
February 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

OMB APPROVAL

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

Belden CDT Inc. (fka: Cable Design Technologies Corp.)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

077454106

(CUSIP Number)

12/31/2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/X/ Rule 13d-1(b)

/ / Rule 13d-1(c)

/ / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 077454106

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1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

The TCW Group, Inc., on behalf of the TCW Business Unit

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) / /

(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

Nevada corporation

Number of Shares
Beneficially Owned by
Each Reporting Person
With

5. Sole Voting Power

-0-

6. Shared Voting Power

1,401,515

7. Sole Dispositive Power

-0-

8. Shared Dispositive Power

1,562,265

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,562,265

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See
Instructions) / /

11. Percent of Class Represented by Amount in Row (9)

3.3%(see response to Item 4)

12. Type of Reporting Person (See Instructions)

HC/CO

ITEM 1.

(a) Name of Issuer

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Belden CDT Inc. (fka: Cable Design Technologies Corp.)

(b) Address of Issuer's Principal Executive Offices

7701 Forsyth Boulevard
Suite 800
St. Louis, MO 63105

ITEM 2.

(a) Name of Person Filing
(b) Address of Principal Business Office or, if none, Residence
(c) Citizenship

The TCW Group, Inc., on behalf of the TCW Business Unit
865 South Figueroa Street
Los Angeles, CA 90017
(Nevada Corporation)

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

077454106

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) or 240.13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) / / Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) / / Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) / / Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) / / Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) / / An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) / / An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) /X/ A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);

(SEE Item 7)
The TCW Group, Inc., on behalf of the TCW Business Unit
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) / / A church plan that is excluded from the definition of an

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investment company under section 3(c)(14) of the
Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) / / Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).
If this statement is filed pursuant to Rule 13d-1(c), check this
box. / /

ITEM 4. OWNERSHIP **

The TCW Group, Inc., on behalf of the Business Unit ***

Provide the following information regarding the aggregate number and
percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 1,562,265

(b) Percent of Class: 3.3%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote
none

(ii) Shared power to vote or to direct the vote
1,401,515

(iii) Sole power to dispose or to direct the disposition of
none

(iv) Shared power to dispose or to direct the disposition of
1,562,265

** The filing of this Schedule 13G shall not be construed as an admission
that the reporting person or any of its affiliates is, for the purposes of
Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the
beneficial owner of any securities covered by this Schedule 13G. In
addition, the filing of this Schedule 13G shall not be construed as an
admission that the reporting person or any of its affiliates is the
beneficial owner of any securities covered by this Schedule 13G for any
other purposes than Section 13(d) of the Securities Exchange Act of 1934.

*** See Exhibit A

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the
date hereof the reporting person has ceased to be the beneficial owner
of more than five percent of the class of securities, check the
following /X/.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

SEE Exhibit A.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

SEE Exhibit A.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Because this statement is filed pursuant to Rule 13d-1(b), the following certification is included:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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 this 9th day of February, 2005.

The TCW Group, Inc., on behalf of the
TCW Business Unit

By: /s/ Linda D. Barker

Linda D. Barker
Authorized Signatory

EXHIBIT A

RELEVANT SUBSIDIARIES OF PARENT HOLDING COMPANY

PART A: TCW ENTITIES

PARENT HOLDING COMPANY:

The TCW Group, Inc.

RELEVANT SUBSIDIARIES THAT ARE PERSONS DESCRIBED IN RULE 13d-1(b):

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- (i) Trust Company of the West, a California corporation and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.
- (ii) TCW Asset Management Company, a California corporation and an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (iii) TCW Investment Management Company, a California corporation and an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

This Schedule 13G is being filed by the TCW Group, Inc., a Nevada corporation ("TCW"), on behalf of itself and its direct and indirect subsidiaries, which collectively constitute The TCW Group, Inc. business unit (the "TCW Business Unit" or the "Reporting Person"). The TCW Business Unit is primarily engaged in the provision of investment management services.

As of July 6, 2001, the ultimate parent company of TCW is Societe Generale, S.A., a corporation formed under the laws of France ("SG"). The principal business of SG is acting as a holding company for a global financial services group, which includes certain distinct specialized business units that are independently operated, including the TCW Business Unit.

SG, for purpose of the federal securities laws, may be deemed ultimately to control TCW and the TCW Business Unit. SG, its executive officers and directors, and its direct and indirect subsidiaries (including all business units except the TCW Business Unit), may beneficially own shares of the securities of the issuer to which this schedule relates (the "Shares") and such shares are not reported in this statement. In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), and due to the separate management and independent operation of its business units, SG disclaims beneficial ownership of Shares beneficially owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of Shares beneficially owned by SG and any of SG's other business units.

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ft">** The amount of the filing fee is calculated in accordance with Section 13(e) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #5 for the fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.00011610.

- 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. Identify 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the Third-party Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on June 22, 2011 (together with any amendments and supplements thereto, the "Schedule TO") by Independence Holding Company, a Delaware corporation ("IHC"), pursuant to Section 14(d)-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This Schedule TO relates to the offer (the "Offer") by IHC to exchange cash and shares of common stock ("IHC Stock") of IHC, par value \$1.00 per share, for up to 1,452,935 shares of common stock ("AMIC Stock") of American Independence Corp. ("AMIC"), par value \$1.00 per share, at an Exchange Ratio of one share of AMIC Stock for 0.625 shares of IHC Stock. The Offer is made upon the terms and subject to the conditions described in the Prospectus/Offer to Exchange, dated July 15, 2011 (the "Offer to Exchange"), and the related Letter of Transmittal. The Schedule TO filed on June 22, 2011, and Amendment No. 1 to the Schedule TO filed on July 15, 2011, are available to the public at the Internet website maintained by the SEC at <http://www.sec.gov> under (i) Independence Holding Company, (ii) Ticker Symbol: IHC or (iii) CIK: 0000701869.

On May 9, 2011, IHC filed a registration statement on Form S-4 (Reg. No. 333-174054), as amended on June 16, 2011 and July 13, 2011. The Offer to Exchange forms a part of such registration statement, which went effective on July 15, 2011.

Items 1 and 4.

Items 1 and 4 of the Schedule TO, which incorporate by reference the information contained in the Offer to Exchange, are hereby revised as follows:

The paragraph under the subsection entitled "Questions and Answers about the Exchange Offer" – "What does the Board of Directors of American Independence Corp. Think of the Offer?" on page 3 of the Offer to Exchange is amended and restated as follows:

On July 29, 2011, American Independence Corp. filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC reporting that a special committee appointed by the board of directors of AMIC had determined not to express an opinion and to remain neutral toward the offer. Independence Holding Company has not discussed the offer with the board of directors of American Independence Corp. and expects its related parties on the American Independence Corp. board to abstain from any deliberations or decisions by such board related to the offer.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

(a)(2)(A) Schedule 14D-9 filed by American Independence Corp. on July 29, 2011.

(a)(2)(B) Schedule 14D-9/A filed by American Independence Corp. on August 5, 2011.

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.

Date: August 5, 2011

INDEPENDENCE HOLDING COMPANY

By: /s/ Adam C. Vandervoort
Name: Adam C. Vandervoort
Title: Vice President, General
Counsel and Secretary

EXHIBIT INDEX

(a)(1)(A) Prospectus, dated July 15, 2011 (Incorporated by Reference to the Prospectus filed on July 15, 2011 pursuant to Rule 424(b)(3) of the Securities Act of 1933, as amended).*

(a)(1)(B) Letter of Transmittal.*

(a)(1)(C) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*

(a)(1)(D) Letter to Clients.*

(a)(1)(E) Notice of Guaranteed Delivery.*

(a)(2)(A) Schedule 14D-9 filed by American Independence Corp. on July 29, 2011.

(a)(2)(B) Schedule 14D-9/A filed by American Independence Corp. on August 5, 2011.

(a)(4) Incorporated by reference herein as Exhibit (a)(1)(A).*

(a)(5)(A) News Release, dated July 15, 2011, announcing the Exchange Offer.*

* Previously filed.
