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GUEST SUPPLY INC
Form SC TO-T/A
March 02, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)

GUEST SUPPLY, INC.
(Name of Subject Company)

SYSCO FOOD SERVICES OF NEW JERSEY, INC.
SYSCO CORPORATION
(Names of Filing Persons -- Offerors)

COMMON STOCK, NO PAR VALUE 401630 10 8
(TITLE OF CLASS OF SECURITIES) (CUSIP Number of Class of Securities)

MICHAEL C. NICHOLS, ESQ.
VICE PRESIDENT, GENERAL COUNSEL AND ASSISTANT SECRETARY
SYSCO CORPORATION
1390 ENCLAVE PARKWAY
HOUSTON, TEXAS 77077
(281) 584-1390

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

COPIES TO:

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1201 WEST PEACHTREE STREET
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[] 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:

[X] 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. 3 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed on February 5, 2001 by Sysco Corporation, a Delaware corporation ("SYSCO"), and SYSCO Food Services of New Jersey, Inc., a Delaware corporation ("SFS New Jersey") and a wholly owned subsidiary of SYSCO relating to the offer by SFS New Jersey to exchange shares of common stock, par value \$1.00 per share (the "SYSCO Shares"), of SYSCO for the outstanding shares of common stock, no par value (the "Guest Supply Shares"), of Guest Supply, Inc., a New Jersey corporation ("Guest Supply"), based on an exchange ratio described in the Schedule TO and upon the terms and subject to the adjustments and conditions set forth in the preliminary prospectus dated February 5, 2001 (the "Prospectus") and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as exhibits (a)(1) and (a)(2) and which are hereby incorporated by reference herein.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 is amended and supplemented to include the following information:

Under the terms of the merger agreement between SYSCO and Guest Supply, Guest Supply stockholders will receive approximately 0.9564 shares of SYSCO common stock for each share of Guest Supply common stock tendered in the exchange offer, provided the initial offering period is not extended beyond March 5, 2001. This exchange ratio is determined based on the average of the closing prices per share of SYSCO common stock for each of the 15 consecutive trading days ending on Monday, February 26, 2001, the trading day that is 5 trading days prior to the scheduled expiration date of the offer, March 5, 2001. If the initial offering period is extended beyond March 5, 2001, the exchange ratio will be recalculated and we will issue a press release disclosing the new exchange ratio.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibit:

- (a) (9) Press release issued by SYSCO Corporation on March 1, 2001.

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.

Dated: March 1, 2001

SYSCO FOOD SERVICES OF NEW JERSEY, INC.

By: /s/ Michael C. Nichols

Name: Michael C. Nichols
Title: President

SYSCO CORPORATION

By: /s/ Michael C. Nichols

Name: Michael C. Nichols
Title: Vice President and General
Counsel

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