

GEORGIA PACIFIC CORP
Form SC TO-T
November 17, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

GEORGIA-PACIFIC CORPORATION

(Name of Subject Company (Issuer))

KOCH FOREST PRODUCTS, INC.

KOCH INDUSTRIES, INC.

(Name of Filing Persons (Offerors))

Common Stock, par value \$.80 per Share

(Titles of Classes of Securities)

373298108

(CUSIP Number of Class of Securities)

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Steven J. Feilmeier

Senior Vice President - Chief Financial Officer

Koch Industries, Inc.

4111 East 37th Street North

Wichita, Kansas 67220

(316) 828-5500

(Name, address and telephone number of person authorized

to receive notices and communications on behalf of the filing person)

Copies to:

Tye G. Darland, Esq.

Mark D. Gerstein, Esq.

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John E. Sorkin, Esq.

Koch Industries, Inc.

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233 South Wacker Drive, Suite 5800

Wichita, Kansas 67220

Chicago, Illinois 60606

(316) 828-5500

(312) 876-7000

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee**

\$12,767,500,272

\$1,502,735

* Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of up to 265,989,589 shares of common stock, par value \$.80 per share, of Georgia-Pacific at a purchase price of \$48.00 per share. Such number of shares consists of (i) 259,137,551 shares of common stock issued and outstanding (net of shares of restricted stock that are subject to transferability restrictions), and (ii) 6,852,038 shares that are expected to be issuable before the expiration of the Offer under vested options, stock appreciation rights, performance awards and other rights to acquire Georgia-Pacific shares.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the Exchange Act), equals 0.00011770 of the transaction valuation.

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“ 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:
Form or Registration No.

Filing Party:
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: “

This Tender Offer Statement on Schedule TO (this Schedule TO) relates to the offer by Koch Forest Products, Inc., a Georgia corporation (the Purchaser) and an indirect wholly-owned subsidiary of Koch Industries, Inc., a Kansas corporation (Koch Industries), to purchase all of the issued and outstanding shares of common stock, par value \$.80 per share (the Shares), of Georgia-Pacific Corporation, a Georgia corporation (Georgia-Pacific), at a purchase price of \$48.00 per share (the Offer Price), upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 17, 2005 (the Offer to Purchase), and in the related Letter of Transmittal (the Letter of Transmittal), copies of which are filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B) respectively. This Schedule TO is being filed on behalf of Koch Industries and the Purchaser.

The information set forth in the Offer to Purchase, including Schedule I thereto, is hereby incorporated by reference in answer to Items 1 through 11 of this Schedule TO, and is supplemented by the information specifically provided herein.

ITEM 1. SUMMARY TERM SHEET

The information set forth in the Summary Term Sheet of the Offer to Purchase is incorporated herein by reference.

ITEM 2. SUBJECT COMPANY INFORMATION

(a) The name of the subject company and the issuer of the securities to which this Schedule TO relates is Georgia-Pacific Corporation. Georgia-Pacific's principal executive offices are located at 133 Peachtree Street, N.E., Atlanta, Georgia 30303. Georgia-Pacific's telephone number is (404) 652-4000.

(b) This statement relates to the common stock, par value \$.80 per share, of Georgia-Pacific. Based upon information provided by Georgia-Pacific, there were 260,337,551 issued and outstanding as of November 5, 2005. The information set forth in the Introduction of the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in Section 6 of the Offer to Purchase entitled Price Range of the Shares; Dividends on the Shares is incorporated herein by reference.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON

(a), (b), (c) This Schedule TO is filed by Koch Industries and the Purchaser. The information set forth in Section 9 of the Offer to Purchase entitled Certain Information Concerning Koch Industries and the Purchaser and Schedule I to the Offer to Purchase is incorporated herein by reference.

ITEM 4. TERMS OF THE TRANSACTION

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(a) The information set forth in the Offer to Purchase is incorporated herein by reference.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS

(a), (b) The information set forth in the Introduction and Sections 9, 11, 12 and 13 of the Offer to Purchase entitled Certain Information Concerning Koch Industries and the Purchaser, Background of the Offer; Past Contacts, Negotiations and Transactions, Purpose of the Offer; Plans for Georgia-Pacific; Other Matters and The Merger Agreement; Confidentiality Agreement, respectively, is incorporated herein by reference.

ITEM 6. PURPOSE OF THIS TRANSACTION AND PLANS OR PROPOSALS

(a), (c)(1)-(7) The information set forth in the Introduction and Sections 7, 12 and 13 of the Offer to Purchase entitled Effect of the Offer on the Market for the Shares; NYSE Listing and Controlled Company Status; Exchange Act Registration; Margin Regulations, Purpose of the Offer; Plans for Georgia-Pacific; Other Matters, and The Merger Agreement; Confidentiality Agreement, respectively, is incorporated herein by reference.

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

(a), (b), (d) The information set forth in Section 10 of the Offer to Purchase entitled Source and Amount of Funds is incorporated herein by reference.

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

The information set forth in the Introduction and Sections 8, 9, 11 and 13 of the Offer to Purchase entitled Certain Information Concerning Georgia-Pacific, Certain Information Concerning Koch Industries and the Purchaser, Background of the Offer; Past Contacts, Negotiations and Transactions and The Merger Agreement; Confidentiality Agreement, respectively, is incorporated herein by reference.

ITEM 9. PERSONS/ASSETS RETAINED, EMPLOYED, COMPENSATED OR USED

(a) The information set forth in Sections 11, 13 and 16 of the Offer to Purchase entitled Background of the Offer; Past Contacts, Negotiations and Transactions, The Merger Agreement; Confidentiality Agreement and Fees and Expenses, respectively, is incorporated herein by reference.

ITEM 10. FINANCIAL STATEMENTS

(a), (b) Not applicable.

ITEM 11. ADDITIONAL INFORMATION

(a)(1) The information set forth in Sections 9, 11 and 13 of the Offer to Purchase entitled Certain Information Concerning Koch Industries and the Purchaser, Background of the Offer; Past Contacts, Negotiations and Transactions and The Merger Agreement; Confidentiality Agreement, respectively, is incorporated herein by reference.

(a)(2), (3) The information set forth in Sections 13, 14 and 15 of the Offer to Purchase entitled The Merger Agreement; Confidentiality Agreement, Certain Conditions of the Offer and Certain Legal Matters, respectively, is incorporated herein by reference.

(a)(4) The information set forth in Sections 7 and 15 of the Offer to Purchase entitled Effect of the Offer on the Market for the Shares; NYSE Listing and Controlled Company Status; Exchange Act Registration; Margin Regulations and Certain Legal Matters, respectively, is incorporated herein by reference.

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(a)(5) The information set forth in Sections 15 and 17 of the Offer to Purchase entitled "Certain Legal Matters" and "Legal Proceedings," respectively, is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase is incorporated herein by reference.

ITEM 12. EXHIBITS

- (a)(1)(A) Offer to Purchase, dated November 17, 2005.
- (a)(1)(B) Letter of Transmittal.
- (a)(1)(C) Notice of Guaranteed Delivery.
- (a)(1)(D) Letter to Brokers, Dealers, Banks, Trust Companies and other Nominees.
- (a)(1)(E) Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and other Nominees.
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(1)(G) Press Release issued by Koch Industries on November 13, 2005 (incorporated by reference to the Schedule TO-C filed by Koch Industries with the SEC on November 14, 2005).
- (a)(1)(H) Press Release issued by Koch Industries on November 17, 2005.
- (a)(1)(I) Summary Advertisement published November 17, 2005.
- (b)(1) Commitment Letter, dated November 2, 2005, between Citigroup Global Markets Inc. and Koch Industries.
- (b)(2) Amended and Restated Commitment Letter, dated November 13, 2005, between Citigroup Global Markets Inc., Koch Forest Products Holding, LLC and the Purchaser.
- (c) Not applicable.
- (d)(1) Agreement and Plan of Merger, dated as of November 13, 2005, among Koch Industries, the Purchaser and Georgia-Pacific.
- (d)(2) Confidentiality Agreement, dated October 12, 2005, by and between Georgia-Pacific and Koch Industries.
- (d)(3) Complaint filed in the Superior Court of Fulton County, State of Georgia, captioned *Stewart Simon and Jeffrey Simon, individually and on behalf of all those similarly situated, v. Georgia-Pacific Corporation, James S. Balloun; Thomas D. Bell; Jon A. Boscia; Barbara L. Bowle, et al.*, Case No. 2005CVI08796, filed November 16, 2005.
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

SIGNATURES

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.

KOCH INDUSTRIES, INC.

By: /s/ STEVEN J. FEILMEIER
Name: Steven J. Feilmeier

Title: Senior Vice President - Chief Financial Officer

KOCH FOREST PRODUCTS, INC.

By: /s/ STEVEN J. FEILMEIER
Name: Steven J. Feilmeier

Title: Vice President

Date: November 17, 2005

INDEX TO EXHIBITS

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