

ISLE OF CAPRI CASINOS INC
Form SC TO-I/A
October 08, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

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

(Amendment No. 4)

ISLE OF CAPRI CASINOS, INC.

(Name of Subject Company (Issuer))

ISLE OF CAPRI CASINOS, INC.

(Name of Filing Persons (Issuer and Offeror))

Options to Purchase Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

464592104

(CUSIP Number of Class of Securities (Underlying Common Stock))

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Dale R. Black

Senior Vice President and Chief Financial Officer

600 Emerson Road, Suite 300

St. Louis, Missouri 63141

(314) 813-9200

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

With copies to:

Philip J. Niehoff

Mayer Brown LLP

71 South Wacker Drive

Chicago, Illinois 60606

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing fee |
|-------------------------------|-----------------------------|
| \$3,128,000 | \$122.93 |

* Calculated solely for purposes of determining the filing fee. This calculation assumes that all eligible options are exchanged for restricted stock or cash, as the case may be. The shares of restricted stock issuable have an aggregate value of \$2,928,000 as of September 3, 2008 based on the average of the high and low sale prices of Isle of Capri Casinos, Inc. s common stock on the Nasdaq Global Select Market on September 3, 2008, and Isle of Capri Casinos, Inc. will pay approximately \$200,000 in cash for eligible options.

o 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: \$122.93

Form or Registration No.: SC TO-I File No. 005-43494

Filing Party: Not applicable.

Date Filed: Not applicable.

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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:

- 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 Amendment No. 4 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) filed by Isle of Capri Casinos, Inc., a Delaware corporation (the Company or Isle of Capri), with the Securities and Exchange Commission (SEC) on September 5, 2008, relating to an offer (the Offer) by the Company to eligible directors and employees to exchange certain outstanding eligible options to purchase shares of Isle of Capri's common stock, par value \$0.01 per share (Common Stock), that were originally granted under the Company's 1993 Long-Term Stock Incentive Plan and the Company's 2000 Long-Term Stock Incentive Plan (the 2000 Plan) which provides for options to purchase Common Stock, as well as restricted shares of Common Stock (such restricted shares being referred to herein as Restricted Stock) that will be granted under the 2000 Plan upon the terms and subject to the conditions set forth in the Offer to Exchange. This Amendment is the final amendment to the Schedule TO and reports the results of the Offer. This Amendment is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(4) promulgated under the Securities and Exchange Act of 1934, as amended.

Except as amended and supplemented hereby, all terms of the Offer and all other disclosure set forth in the Schedule TO and the Exhibits thereto remain unchanged.

ITEM 4. TERMS OF THE TRANSACTION.

(a) *Material Terms.*

Item 4 of the Schedule TO is hereby amended to add the following sentences:

The Offer expired at midnight, Central Time, on October 7, 2008. Pursuant to the terms of the Offer, the Company has accepted eligible options to purchase 2,066,201 shares of Common Stock. The Company will issue 293,760 shares of Restricted Stock and pay \$153,648 in cash to eligible participating directors and employees, in each case, in accordance with the terms of the Offer.

Except as amended herein, all other terms of the Schedule TO filed on September 5, 2008 and amended on September 22, 2008, September 30, 2008 and October 3, 2008 shall remain the same.

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.

ISLE OF CAPRI CASINOS, INC.

By */s/ Dale R. Black*
Dale R. Black
Senior Vice President and Chief Financial Officer

Dated: October 8, 2008