

REEDS JEWELERS INC  
Form SC TO-T/A  
April 29, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**  
**Tender Offer Statement**

**Under**

**Section 14(D)(1) Or 13(E)(1)**

**Of The Securities Exchange Act Of 1934**

**(Amendment No. 5)**

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**REEDS JEWELERS, INC.**

(Name of Subject Company (issuer))

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Sparkle, LLC

Sparkle Acquisition, Inc.

Alan M. Zimmer

Herbert J. Zimmer

Jeffrey L. Zimmer

Arlene Z. Schreiber

**Rose W. Zimmer**

**Bradley Trent Zimmer**

**Landon Garrett Zimmer**

**Andrew Michael Schreiber**

**Mark Harrison Schreiber**

(Names of Filing Persons (Offeror and other Persons))

**Common Stock, par value \$.10 per Share**

(Title of Class of Securities)

**758341101**

(CUSIP Number of Class of Securities)

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**Alan M. Zimmer**

**Sparkle, LLC**

**111 Princess Street, Wilmington, NC 28401**

**(910) 763-4669 Ext. 203**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons))

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**Calculation of Filing Fee:**

<b>Transaction valuation(1)</b>	<b>Amount of filing fee(2)</b>
\$2,635,668.60	\$333.94

- (1) The transaction valuation is estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d). The calculation assumes the purchase of all outstanding common shares of Reeds Jewelers, Inc., par value \$.10 per share (the Shares), not beneficially owned by Sparkle, LLC, a North Carolina limited liability company ( Sparkle ) or its subsidiaries, at a purchase price of \$2.05 per Share, net to the seller in cash. As of April 22, 2004, there were 1,285,692 Shares on a fully diluted basis (treating as outstanding all Shares underlying exercisable options) not beneficially owned by Sparkle or its affiliates.
- (2) The amount of the filing fee is calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 7 issued by the Securities and Exchange Commission on January 26, 2004. Such fee equals .01267 percent of the value of the transaction.
- x 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: \$31.94

Form or Registration No.: Amendment No. 2 to Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: March 29, 2004

Amount Previously Paid: \$45.77

Form or Registration No.: Amendment No. 1 to Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: March 2, 2004

Amount Previously Paid: \$256.23

Form or Registration No.: Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: January 29, 2004

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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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. 5 to Schedule TO amends and supplements the Tender Offer Statement, Rule 13e-3 Transaction Statement, and Schedule 13D/A filed under cover of Schedule TO initially filed with the Securities and Exchange Commission (the Commission) on January 29, 2004 (the Initial Schedule TO), and as amended and supplemented by Amendment No. 1 to Schedule TO filed with the Commission on March 2, 2004, Amendment No. 2 to Schedule TO filed with the Commission on March 29, 2004, Amendment No. 3 to Schedule TO filed with the Commission on April 16, 2004, and Amendment No. 4 to Schedule TO filed with the Commission on April 26, 2004 (as so amended, the Schedule TO), by Sparkle, LLC, a North Carolina limited liability company ( Sparkle ), Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber, and Sparkle Acquisition, Inc., a North Carolina corporation, in connection with the offer by Sparkle to purchase all of the outstanding shares of common stock, par value \$.10 per share (the Shares), of Reeds Jewelers, Inc., a North Carolina corporation ( Reeds ), not owned by Sparkle or its subsidiaries, at a purchase price of \$2.05 per Share, net to the seller in cash. The offer is set forth in the Supplement to the Offer to Purchase dated April 29, 2004 (the Supplement), a copy of which is attached hereto as Exhibit (a)(1)(xiv), the Offer to Purchase dated January 29, 2004 (the Offer to Purchase), and in the related revised Letter of Transmittal attached hereto as Exhibit (a)(1)(xv) (which, together with the Supplement and Offer to Purchase, and any amendments or supplements hereto or thereto, collectively constitute the offer). Copies of the Offer to Purchase and the original Letter of Transmittal were attached as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Initial Schedule TO.

**Item 1. Summary Term Sheet**

Item 1 is amended and supplemented by adding the following:

Reference is made to the information set forth in the Supplement under *Questions and Answers About the Amended Offer*, which is incorporated herein by reference.

**Items 2 3.**

N/A.

**Item 4. Terms of the Transaction**

Item 4 is amended and supplemented by adding the following:

(a) Reference is made to the information set forth in the Supplement under *Questions and Answers About the Amended Offer; Special Factors Section 3( Certain Effects of the Tender Offer and Merger )*; and *Supplemental Terms of the Tender Offer Section 1 ( Terms of the Amended Offer )*, which is incorporated herein by reference.

**Items 5 11.**

N/A

**Item 12. Exhibits**

Item 12 is amended and supplemented by adding the following:

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
(a)(1)(xiv)	Supplement to the Offer to Purchase dated April 29, 2004.
(a)(1)(xv)	Revised Letter of Transmittal.
(a)(1)(xvi)	Revised Notice of Guaranteed Delivery.
(a)(1)(xvii)	Revised Letter from the Information Agent to Brokers, Dealers, and Other Nominees.
(a)(1)(xviii)	Revised Letter to Clients for use by Brokers, Dealers, and Other Nominees.
(a)(1)(xix)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form-9.

**Item 13. Information Required by Schedule 13E-3**

Item 7. Purposes, Alternatives, Reasons and Effects

Item 7 is amended and supplemented by adding the following:

(d) Reference is made to the information set forth in the Supplement under *Special Factors Section 3 ( Certain Effects of the Tender Offer and Merger )*, which is incorporated herein by reference.

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**SIGNATURE**

After due inquiry and to the best of his, her, or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 29, 2004

**SPARKLE, LLC**

By: /s/ Alan M. Zimmer

Name: Alan Zimmer

Title: Director

/s/ Alan M. Zimmer

Alan M. Zimmer

/s/ Jeffrey L. Zimmer

Jeffrey L. Zimmer

/s/ Rose W. Zimmer

Rose W. Zimmer

/s/ Bradley Trent Zimmer

Bradley Trent Zimmer

/s/ Andrew Michael Schreiber

Andrew Michael Schreiber

/s/ Herbert J. Zimmer

Herbert J. Zimmer

/s/ Arlene Z. Schreiber

Arlene Z. Schreiber

/s/ Landon Garrett Zimmer

Landon Garrett Zimmer

/s/ Mark Harrison Schreiber

Mark Harrison Schreiber

**SPARKLE ACQUISITION, INC.**

By: /s/ Alan M. Zimmer

Name: Alan Zimmer

Title: President



**EXHIBIT INDEX**

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