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MBT FINANCIAL CORP  
Form SC TO-I/A  
November 10, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO/A  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
AMENDMENT NO. 1

MBT FINANCIAL CORP.  
(NAME OF SUBJECT COMPANY)

MBT FINANCIAL CORP.  
(NAME OF FILING PERSONS--OFFEROR)

COMMON SHARES, NO PAR VALUE  
(TITLE OF CLASS OF SECURITIES)

578877102  
(CUSIP NUMBER OF CLASS OF SECURITIES)

MR. RONALD D. LABEAU  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER  
102 E. FRONT STREET  
MONROE, MICHIGAN 48161  
(734) 241-3431  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

COPIES TO:  
E. L. HERBERT, ESQ.  
WERNER & BLANK, LLC  
7205 W. CENTRAL AVE.  
TOLEDO, OHIO 43617  
(419) 841-8051

TRANSACTION	AMOUNT OF
VALUATION*: \$23,125,000	FILING FEE: \$1,871

\* Calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934. This calculation assumes the purchase of 1,250,000 shares, no par value, at the tender offer price of \$18.50 per share in cash.

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 date of its filing.  
Amount Previously Paid: \$1,871. Filing Party: MBT Financial Corp.  
Form or Registration No.: Schedule TO. Date Filed: October 30, 2003.

Check the box if the filing relates solely to preliminary communications

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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. 1 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on October 30, 2003 (the "Schedule TO") by MBT Financial Corp., a Michigan corporation (the "Company"). The Schedule TO relates to an issuer tender offer by the Company to purchase up to 1,250,000 of its common shares, no par value. The Company is offering to purchase these shares at a price of \$18.50 per share, net to the seller in cash, without interest. The Company's tender offer is made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 30, 2003 and the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the tender offer and copies of which were filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii).

### ITEM 11. ADDITIONAL INFORMATION.

The Letter of Transmittal is amended by replacing the phrase "4. the undersigned has read, understands and agrees to all of the terms of the offer." in the third paragraph under the salutation "To American Stock Transfer & Trust Company:" with the following:

"4. the undersigned has received a copy of the Offer to Purchase and Letter of Transmittal and agrees to all of the terms of the offer."

### ITEM 12. EXHIBITS.

- (a)(1)(i) Form of Offer to Purchase, dated October 30, 2003.\*
- (a)(1)(ii) Form of Letter of Transmittal (including Certification of Taxpayer Identification Number on Form W-9). \*
- (a)(1)(iii) Notice of Guaranteed Delivery.\*
- (a)(1)(iv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(v) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees to their Clients.\*
- (a)(1)(vi) Instruction Form for Shares Held by Brokers, Dealers, Commercial Banks and Trust Companies.\*
- (a)(1)(vii) Form of Letter to Employee Stock Purchase Plan Participants with

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Instruction Form.\*

- (a) (1) (viii) Form of Letter to Shareholders of Company, dated October 30, 2003, from Ronald D. LaBeau, Chairman and Chief Executive Officer of the Company.\*
- (a) (1) (ix) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*
- (a) (1) (x) Press Release issued by the Company, dated October 30, 2003.\*
- (a) (1) (xi) Questions and Answers Brochure\*
- (b) None.
- (d) None.
- (g) None.
- (h) None.

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\* Previously filed.

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.

Dated: November 10, 2003

MBT Financial Corp.

By: /s/ Ronald D. LaBeau  
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Ronald D. LaBeau  
Chairman and Chief  
Executive Officer