

TITANIUM METALS CORP  
Form SC TO-T  
November 20, 2012

**UNITED STATES**  
**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**

**Titanium Metals Corporation**

(Name of Subject Company (Issuer))

**ELIT Acquisition Sub Corp.**

(Offeror)

A Wholly Owned Subsidiary of

**Precision Castparts Corp.**

(Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

(Title of Class of Securities)

**888339 10 8**

(CUSIP Number of Class of Securities)

**Roger A. Cooke**

**Senior Vice President, General Counsel and Secretary**

**PRECISION CASTPARTS CORP.**

**4650 S.W. Macadam Ave., Suite 400**

**Portland, OR 97239-4262**

**(503) 946-4800**

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

*Copies to:*

**Ruth Beyer, Esq.**

**Doron Lipshitz, Esq.**

**Jason Brauser, Esq.**

**David Schultz, Esq.**

**Stoel Rives LLP**

**O Melveny & Myers LLP**

**900 SW Fifth Ave, Suite 2600**

**7 Times Square**

**Portland, OR 97204-1268**

**New York, New York 10036**

**(503) 224-3380**

**(212) 326-2000**

**CALCULATION OF FILING FEE**

**Transaction Valuation(1)**

**\$2,888,519,271**

**Amount Of Filing Fee(2)**

**\$393,994.03**

## Edgar Filing: TITANIUM METALS CORP - Form SC TO-T

- (1) Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of 175,061,774 shares of common stock, \$0.01 par value per share (the Shares ), of Titanium Metals Corporation (the Company ) at a purchase price of \$16.50 per Share, net to the seller in cash, without interest and subject to any required withholding of taxes. As of November 12, 2012, 175,061,774 Shares were issued and outstanding.
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2013, issued August 31, 2012, by multiplying the transaction value by 0.0001364.

.. 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: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

.. 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. ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

.. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

.. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, this Schedule TO ) is filed by (a) ELIT Acquisition Sub Corp., a Delaware corporation (the Purchaser ) and a wholly owned subsidiary of Precision Castparts Corp., an Oregon corporation ( Parent ), and (b) Parent. This Schedule TO relates to the offer (the Offer ) by the Purchaser to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the Shares ), of Titanium Metals Corporation, a Delaware corporation (the Company ), at a purchase price of \$16.50 per Share, net to the seller in cash, without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 20, 2012 (together with any amendments and supplements thereto, the Offer to Purchase ) and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

**Items 1 through 9; Item 11.**

All information contained in the Offer to Purchase and the accompanying Letter of Transmittal, including all schedules thereto, is incorporated by reference in response to Items 1 through 9 and Item 11 in this Schedule TO.

**Item 10. Financial Statements.**

(a), (b) Not applicable.

**Item 12. Exhibits.**

- (a)(1)(A) Offer to Purchase dated November 20, 2012.
- (a)(1)(B) Letter of Transmittal.
- (a)(1)(C) Notice of Guaranteed Delivery.
- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F) Summary Newspaper Advertisement as published in The New York Times on November 20, 2012.
- (a)(5)(A) Press Release issued by Precision Castparts Corp. on November 9, 2012 (incorporated herein by reference to Exhibit 99.1 to Precision Castparts Corp.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 9, 2012).
- (a)(5)(B) Press Release issued by Precision Castparts Corp. on November 20, 2012.
- (a)(5)(C) Complaint filed by Ira J. Gaines and Sunshine Wire and Cable Defined Pension Benefit Plan Dates 1/1/92, on behalf of themselves and all others similarly situated, on November 14, 2012, in the Court of Chancery of the State of Delaware.
- (a)(5)(D) Petition filed by Kenneth Blew on November 16, 2012, in the County Court of Dallas County, Texas.
- (a)(5)(E) Petition filed by Kristy Jane Flynn on November 14, 2012, in the County Court of Dallas County, Texas.
- (a)(5)(F) Complaint filed by Edith Strom, on behalf of herself and all others similarly situated, on November 19, 2012, in the Court of Chancery of the State of Delaware.
- (a)(5)(G) Petition filed by Doug Gardner, on behalf of himself and all others similarly situated, on November 16, 2012, in the County Court of Dallas County, Texas.

- (b) Commitment Letter dated November 9, 2012, by and among, among others, Precision Castparts Corp., Bank of America, N.A., Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated herein by reference to Exhibit 10.2 to Precision Castparts Corp. s Current Report on Form 8-K with the Securities and Exchange Commission on November 15, 2012).
- (d)(A) Agreement and Plan of Merger dated November 9, 2012, by and among Precision Castparts Corp., ELIT Acquisition Sub Corp. and Titanium Metals Corporation (incorporated herein by reference to Exhibit 2.1 to Precision Castparts Corp. s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 15, 2012).
- (d)(B) Support Agreement dated November 9, 2012, by and among Precision Castparts Corp., ELIT Acquisition Sub Corp. and certain stockholders of Titanium Metals Corporation (incorporated herein by reference to Exhibit 10.1 to Precision Castparts Corp. s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 15, 2012).
- (d)(C) 401(k) Support Agreement dated November 9, 2012, by and among Precision Castparts Corp., ELIT Acquisition Sub Corp. and Contran Corporation.
- (d)(D) The Combined Master Retirement Trust Support Letter dated November 14, 2012 (incorporated herein by reference to Exhibit 3 to Precision Castparts Corp. s Schedule 13D filed with the Securities and Exchange Commission on November 19, 2012).
- (d)(E) Confidentiality Agreement dated October 18, 2012, by and between Precision Castparts Corp. and Titanium Metals Corporation (incorporated herein by reference to Exhibit 4 to Precision Castparts Corp. s Schedule 13D filed with the Securities and Exchange Commission on November 19, 2012).
- (d)(F) Acknowledgement and Agreement dated November 19, 2012, by and among Precision Castparts Corp., ELIT Acquisition Sub Corp. and Titanium Metals Corporation.
- (d)(G) Mutual Confidentiality Agreement dated October 15, 2012, by and between Precision Castparts Corp. and Contran Corporation.
- (g) Not applicable.
- (h) Not applicable.

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

Not applicable.

**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.

**ELIT ACQUISITION SUB CORP.**

By: /s/ SHAWN R. HAGEL  
Name: Shawn R. Hagel  
Title: Executive Vice President and Chief  
Financial Officer

Date: November 20, 2012

**PRECISION CASTPARTS CORP.**

By: /s/ SHAWN R. HAGEL  
Name: Shawn R. Hagel  
Title: Executive Vice President, Chief  
Financial Officer and Assistant Secretary

Date: November 20, 2012

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase dated November 20, 2012.
(a)(1)(B)	Letter of Transmittal.
(a)(1)(C)	Notice of Guaranteed Delivery.
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)	Summary Newspaper Advertisement as published in The New York Times on November 20, 2012.
(a)(5)(A)	Press Release issued by Precision Castparts Corp. on November 9, 2012 (incorporated herein by reference to Exhibit 99.1 to Precision Castparts Corp. s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 9, 2012).
(a)(5)(B)	Press Release issued by Precision Castparts Corp. on November 20, 2012.
(a)(5)(C)	Complaint filed by Ira J. Gaines and Sunshine Wire and Cable Defined Pension Benefit Plan Dates 1/1/92, on behalf of themselves and all others similarly situated, on November 14, 2012, in the Court of Chancery of the State of Delaware.
(a)(5)(D)	Petition filed by Kenneth Blew on November 16, 2012, in the County Court of Dallas County, Texas.
(a)(5)(E)	Petition filed by Kristy Jane Flynn on November 14, 2012, in the County Court of Dallas County, Texas.
(a)(5)(F)	Complaint filed by Edith Strom, on behalf of herself and all others similarly situated, on November 19, 2012, in the Court of Chancery of the State of Delaware.
(a)(5)(G)	Petition filed by Doug Gardner, on behalf of himself and all others similarly situated, on November 16, 2012, in the County Court of Dallas County, Texas.
(b)	Commitment Letter dated November 9, 2012, by and among, among others, Precision Castparts Corp., Bank of America, N.A., Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated herein by reference to Exhibit 10.2 to Precision Castparts Corp. s Current Report on Form 8-K with the Securities and Exchange Commission on November 15, 2012).
(d)(A)	Agreement and Plan of Merger dated November 9, 2012, by and among Precision Castparts Corp., ELIT Acquisition Sub Corp. and Titanium Metals Corporation (incorporated herein by reference to Exhibit 2.1 to Precision Castparts Corp. s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 15, 2012).
(d)(B)	Support Agreement dated November 9, 2012, by and among Precision Castparts Corp., ELIT Acquisition Sub Corp. and certain stockholders of Titanium Metals Corporation (incorporated herein by reference to Exhibit 10.1 to Precision Castparts Corp. s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 15, 2012).
(d)(C)	401(k) Support Agreement dated November 9, 2012, by and among Precision Castparts Corp., ELIT Acquisition Sub Corp. and Contran Corporation.
(d)(D)	The Combined Master Retirement Trust Support Letter dated November 14, 2012 (incorporated herein by reference to Exhibit 3 to Precision Castparts Corp. s Schedule 13D filed with the Securities and Exchange Commission on November 19, 2012).

<b>Exhibit Number</b>	<b>Description</b>
(d)(E)	Confidentiality Agreement dated October 18, 2012, by and between Precision Castparts Corp. and Titanium Metals Corporation (incorporated herein by reference to Exhibit 4 to Precision Castparts Corp. s Schedule 13D filed with the Securities and Exchange Commission on November 19, 2012).
(d)(F)	Acknowledgement and Agreement dated November 19, 2012, by and among Precision Castparts Corp., ELIT Acquisition Sub Corp. and Titanium Metals Corporation.
(d)(G)	Mutual Confidentiality Agreement dated October 15, 2012, by and between Precision Castparts Corp. and Contran Corporation.
(g)	Not applicable.
(h)	Not applicable.