MICROTEST INC
Form SC TO-T/A
July 05, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to
Schedule TO
Tender Offer Statement under Section
14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

Microtest, Inc.
(Name of Subject Company)

Phoenix Acquisition Corp.
Danaher Corporation
(Name of Filing Person-Offeror)

Common Stock, Par Value $0.001 Per Share
Preferred Share Purchase Rights
(Title of Class of Securities)

594941106
(CUSIP Number of Class of Securities)

Patrick W. Allender
Executive Vice President,
Chief Financial Officer and Secretary
2099 Pennsylvania Avenue, NW, 12th Floor
Washington, D.C. 20006-1813
Telephone: (202) 828-0850
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Mark A. Dewire, Esq.
Wilmer, Cutler & Pickering
2445 M Street, NW
Washington, D.C. 20037-1420
Telephone: (202) 663-6000

[ ] 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:

[X] 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: [ ]

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This Amendment No. 1 (the "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed by Danaher Corporation, a Delaware corporation ("Danaher"), and Phoenix Acquisition Corp., a Delaware corporation and an indirect, wholly-owned subsidiary of Danaher (the "Purchaser"), on June 21, 2001 (the "Schedule TO"), relating to the offer by the Purchaser to purchase all outstanding shares of common stock, par value $0.001 per share (the "Shares"), of Microtest, Inc., a Delaware corporation ("Microtest") at $8.15 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 21, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1) and (a)(2), respectively, to the Schedule TO.

All capitalized terms used in this Amendment without definition have the meanings attributed to them in the Schedule TO.

The Items of the Schedule TO set forth below are hereby supplemented and, as so supplemented, amended as follows:

Item 11. Additional Information

Item 11 of the Schedule TO, which incorporates by reference the information contained in the Offer to Purchase, is hereby amended by:

- restating the first sentence of the third to last paragraph of Section 14 of the Offer to Purchase in full as follows:

"The foregoing conditions (including those set forth in clauses (A), (B) and (C) of the initial paragraph of this Section 14) are for the benefit of Danaher and the Purchaser and may be asserted by Danaher or the Purchaser regardless of the circumstances giving rise to any such conditions, and may be waived by Danaher or the Purchaser in whole or in part at any time and from time to time (provided that no individual condition may be reasserted after it has been waived, and provided further that, except for the conditions set forth in clause (B) of the initial paragraph, no condition may be asserted or waived after the Expiration Date) in each case in the exercise of the reasonable discretion of Danaher and the Purchaser and subject to the terms of the Merger Agreement."; and

- adding to the end of the fifth paragraph of Section 15 of the Offer to Purchase the following sentence:

"The required waiting period with respect to the Offer and the Merger under the HSR Act expired at 11:59 p.m., New York City time, on July 3, 2001."

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.

Dated: July 3, 2001.

PHOENIX ACQUISITION CORP.

By /s/ Daniel L. Comas

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Name: Daniel L. Comas
Title: Vice President

DANAHER CORPORATION

By /s/ Patrick W. Allender
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Name: Patrick W. Allender
Title: Executive Vice President,
Chief Financial Officer and Secretary