

PRIMA ENERGY CORP
Form SC 14D9/A
July 23, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2 TO SCHEDULE 14D-9

Solicitation/Recommendation Statement Under
Section 14(d)(4) of the Securities Exchange Act of 1934

Prima Energy Corporation

(Name of Subject Company)

Prima Energy Corporation

(Name of Person(s) Filing Statement)

Common Stock, \$0.015 par value per share

(Title of Class of Securities)

741901201

(CUSIP Number of Class of Securities)

Neil L. Stenbuck
Executive Vice President
Chief Financial Officer and Treasurer
Prima Energy Corporation
1099 18th Street, Suite 400
Denver, Colorado 80202
(303) 297-2100

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

Copies to:

Thomas H. Maxfield, Esq.
Baker & Hostetler LLP
303 East 17th Avenue, Suite 1100
Denver, Colorado 80203-1264
(303) 861-0600

Eric J. Geppert, Esq.
Baker & Hostetler LLP
312 Walnut Street, Suite 3200
Cincinnati, Ohio 45202

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(513) 929-3400

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This Amendment No. 2 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9, as amended by Amendment No. 1, (together with the exhibits and annexes attached thereto, the "Schedule 14D-9") initially filed with the Securities and Exchange Commission ("SEC") on June 25, 2004 by Prima Energy Corporation, a Delaware corporation ("Prima" or the "Company"). The Schedule 14D-9 relates to the offer by Raven Acquisition Corp., a Delaware corporation ("Purchaser") and a wholly-owned subsidiary of Petro-Canada (US) Holdings Ltd., a Delaware corporation ("Parent") and indirect wholly-owned subsidiary of Petro-Canada, a Canadian corporation ("Petro-Canada"), disclosed in a Tender Offer Statement on Schedule TO dated June 23, 2004, as amended by Amendment No. 1 and Amendment No. 2, and filed by Petro-Canada, Purchaser and Parent with the Securities and Exchange Commission (the "SEC") (as amended or supplemented from time to time, the "Schedule TO"), to purchase all of the issued and outstanding Shares at a purchase price of \$39.50 per Share, net to the seller in cash, without interest thereon (the "Offer Price"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 23, 2004, and filed as Exhibit (a)(1)(A) to the Schedule TO (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the "Offer"). The Offer to Purchase and Letter of Transmittal are filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule 14D-9.

The information contained in the Schedule 14D-9 is hereby expressly incorporated by reference, except as otherwise set forth below. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 14D-9.

ITEM 8: ADDITIONAL INFORMATION

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following after the section entitled "Delaware Complaint":

Results of the Offer: The Offer expired at 5:00 p.m., New York Time, on Thursday, July 22, 2004. Prima has been advised by Mellon Investor Services LLC, the depositary for the tender offer, that as of 5:00 p.m. on July 22, 2004, 11,750,484 Shares were tendered into the Offer and not withdrawn and, in addition, 370,221 Shares were tendered into the Offer by receipt of notices of guaranteed delivery. Together this represents approximately 93% of all outstanding Shares.

SIGNATURES

Pursuant to the requirements of the Exchange Act, Prima has duly caused this information statement to be signed on its behalf by the undersigned hereunto duly authorized.

PRIMA ENERGY CORPORATION

By: /s/ NEIL L. STENBUCK

Name: Neil L. Stenbuck
Title: Executive Vice President Finance, Chief
Financial Officer and Treasurer

Dated: July 23, 2004

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SIGNATURES