

CASCADE CORP
Form SC 14D9/A
November 23, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

Solicitation/Recommendation Statement

Under Section 14(d)(4) of the Securities Exchange Act of 1934

(Amendment No. 3)

CASCADE CORPORATION

(Name of Subject Company)

CASCADE CORPORATION

(Name of Person Filing Statement)

Common Stock, par value \$0.50 per share

(Title of Class of Securities)

147195101

(CUSIP Number of Class of Securities)

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Robert C. Warren, Jr.

Cascade Corporation

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with a copy to:

Jack B. Schwartz

David G. Post

U.S. Bancorp Tower

111 S.W. Fifth Avenue, Suite 3400

Portland, Oregon 97204

Telephone: (503) 224-5858

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

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

This Amendment No. 3 (this Amendment) amends and supplements Item 8 of the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission (SEC) on November 2, 2012 (the Schedule 14D-9), by Cascade Corporation, an Oregon corporation (Cascade). The Schedule 14D-9 relates to the tender offer (the Offer) by Industrial Components and Attachments II, Inc., a Delaware corporation (Purchaser) and a wholly owned subsidiary of Toyota Industries Corporation, a corporation formed under the laws of Japan (TICO), to purchase all of Cascade's outstanding shares of common stock, par value \$0.50 per share (the Shares), at a price of \$65.00 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and conditions set forth in Purchaser's Offer to Purchase, dated November 2, 2012, and in the related Letter of Transmittal, as each may be amended or supplemented from time to time. The Offer is described in a Tender Offer Statement on Schedule TO, as amended or supplemented from time to time, filed by Purchaser and TICO with the SEC on November 2, 2012 (the Schedule TO).

All information in the Schedule 14D-9 is incorporated into this Amendment by reference, except that such information is hereby amended and supplemented to the extent specifically provided herein. Capitalized terms used but not defined herein are used with the meanings given in the Schedule 14D-9.

Item 8. Additional Information

The subsection entitled *German Act Against Restraints Clearance* included under the subheading **Regulatory Approvals** is hereby amended and supplemented by inserting the following as an additional paragraph at the end of the subsection:

On November 22, 2012, the Cartel Office cleared without conditions the proposed acquisition of the Shares pursuant to the Offer and the Merger under the German Act Against Restraints of Competition.

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.

Date: November 23, 2012

CASCADE CORPORATION

By: /s/ Richard S. Anderson
Name: Richard S. Anderson
Title: Senior Vice President and Chief Operating
Officer