

Edgar Filing: DUANE READE INC - Form SC TO-C

DUANE READE INC  
Form SC TO-C  
February 25, 2003

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE TO-C  
(Rule 13e-4)  
Tender Offer Statement under Section 14(d) (1) or 13(e) (1)  
of the Securities Exchange Act of 1934

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DUANE READE INC.  
(Name of Subject Company (Issuer))

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DUANE READE INC.  
(Name of Filing Person (Issuer and Offeror))

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Options to purchase common stock, par value \$0.01 per share  
(Title of Class of Securities)

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263578106  
(CUSIP Number of Class of Securities of Underlying Common Stock)

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Michelle D. Bergman, Esq.  
Vice President, General Counsel  
Duane Reade Inc.  
440 Ninth Avenue  
New York, New York 10001  
(212) 273-5700  
(Name, address and telephone number of person authorized to receive notices and  
communications on behalf of filing person)

Copy to:  
Kenneth Laverriere, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022-6069  
(212) 848-4000

Calculation of Filing Fee

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| Transaction valuation | Amount of filing fee |
|-----------------------|----------------------|
| N/A                   | N/A                  |

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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

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number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A Filing Party: N/A

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

[X] 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.

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EXHIBIT INDEX

Exhibit

No.

Description

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|      |   |
|------|---|
| 99.1 | Email to Employees Announcing the Voluntary Stock Option Exchange Program, dated February 25, 2003. |
|------|---|