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Seneca Foods Corp**Project Type: SC TO-I/A****EDGAR Submission Proof****Created At: 3/10/2021 8:03:38 AM EST**

Submission Information

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Documents

SC TO-I/A	SCHEDULE TO-I/A
EX-99.a5xviii	Exhibit (a)(5)(xviii)
GRAPHIC	senecalogo01.jpg

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 2)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Seneca Foods Corporation
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Class A Common Stock, par value \$0.25 per share
(Title of Class of Securities)

817070501
(CUSIP Number of Class of Securities)

Timothy J. Benjamin
Chief Financial Officer
Seneca Foods Corporation
3736 South Main Street
Marion, NY 14505
(315) 926-8100

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

with a copy to:

Michael C. Donlon, Esq.
Bond, Schoeneck & King, PLLC
200 Delaware Avenue, Suite 800
Buffalo, NY 14202
(716) 416-7000

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee (1)
\$75,000,000	\$8,182.50

(1) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$109.10 per million dollars of the value of the transaction.

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: \$8,182.50 Filing Party: Seneca Foods Corporation
Form or Registration No.: Schedule TO Date Filed: February 8, 2021

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)

AMENDMENT NO. 2 TO SCHEDULE TO

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed by Seneca Foods Corporation, a New York corporation (“Seneca” or the “Company”) on February 8, 2021 as amended by Amendment No. 1 filed on February 8, 2021 (as amended, the “Schedule TO”) in connection with the Company’s offer to purchase up to \$75 million in value of shares of its Class A common stock, par value \$0.25 per share (the “Class A Shares”), at a price not greater than \$46.00 nor less than \$40.00 per Class A Share, to the seller in cash, less any applicable withholding taxes and without interest.

This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended. Only those items amended and supplemented are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged, and this Amendment No.2 does not modify any of the other information previously reported on Schedule TO. You should read Amendment No. 2 together with the Schedule TO, the Offer to Purchase dated February 8, 2019 and the related Letter of Transmittal.

ITEM 11. Additional Information

Item 11 is hereby amended and supplemented as follows:

On March 10, 2020, Seneca issued a press release announcing the final results of the tender offer, which expired at 6:00 p.m., New York City time, on Tuesday, March 9, 2021. A copy of such press release is filed as Exhibit (a)(5)(xviii) to this Amendment No. 2 and is incorporated herein by reference.

ITEM 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(xviii) Press release, dated March 10, 2021.

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)	<u>Offer to Purchase, dated February 8, 2021.*</u>
(a)(1)(ii)	<u>Form of Letter of Transmittal (including IRS Form W-9).*</u>
(a)(1)(iii)	<u>Notice of Guaranteed Delivery.*</u>
(a)(1)(iv)	<u>Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*</u>
(a)(1)(v)	<u>Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*</u>
(a)(1)(vi)	<u>Letter to Participants in the Seneca Foods Corporation Employees' Savings Plan.*</u>
(a)(1)(vii)	<u>Trustee Direction Form for Participants in the Seneca Foods Corporation Employees' Savings Plan.*</u>
(a)(5)(i)	<u>Annual Report on Form 10-K of Seneca Foods Corporation for the fiscal year ended March 31, 2020 filed on July 2, 2020 (incorporated by reference to such filing).</u>
(a)(5)(ii)	<u>Seneca Foods Corporation's Definitive Proxy Statement on Schedule 14A filed on July 6, 2020, but only to the extent that such information was incorporated by reference into the 2020 Annual Report (incorporated by reference to such filing).</u>
(a)(5)(iii)	<u>Quarterly Report on Form 10-Q of Seneca Foods Corporation for the fiscal quarter ended June 27, 2020 filed on August 5, 2020 (incorporated by reference to such filing).</u>
(a)(5)(iv)	<u>Quarterly Report on Form 10-Q of Seneca Foods Corporation for the fiscal quarter ended September 26, 2020 filed on November 4, 2020 (incorporated by reference to such filing).</u>
(a)(5)(v)	<u>Quarterly Report on Form 10-Q of Seneca Foods Corporation for the fiscal quarter ended December 26, 2020 filed on February 3, 2021 (incorporated by reference to such filing).</u>
(a)(5)(vi)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on June 1, 2020 (incorporated by reference to such filing).</u>
(a)(5)(vii)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on June 12, 2020 (incorporated by reference to such filing).</u>
(a)(5)(viii)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on August 18, 2020 (incorporated by reference to such filing).</u>
(a)(5)(ix)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on September 1, 2020 (incorporated by reference to such filing).</u>
(a)(5)(x)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on September 15, 2020 (incorporated by reference to such filing).</u>
(a)(5)(xi)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on October 28, 2020 (incorporated by reference to such filing).</u>
(a)(5)(xii)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on November 4, 2020 (incorporated by reference to such filing).</u>
(a)(5)(xiii)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on February 3, 2021 (incorporated by reference to such filing).</u>
(a)(5)(xiv)	<u>Current Report on Form 8-K of Seneca Foods Corporation filed on February 8, 2021 (incorporated by reference to such filing).</u>
(a)(5)(xv)	<u>Press Release issued by the Company on February 8, 2021 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 8, 2021).*</u>
(a)(5)(xvi)	<u>Summary Advertisement, dated February 8, 2021.*</u>
(a)(5)(xvii)	<u>Notice to Directors and Executive Officers of Seneca Foods Corporation Regarding the Potential Complete Blackout in Transactions Involving Equity Securities of Seneca Foods Corporation, dated February 8, 2021 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated February 8, 2021).</u>
(a)(5)(xviii)	<u>Press release, dated March 10, 2021.**</u>
(b)	<u>Third Amended and Restated Loan and Security Agreement dated as of July 5, 2016 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, Green Valley Foods, LLC and certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent, issuing bank, syndication agent, and lead arranger (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 5, 2016).</u>
(d)(i)	<u>2007 Equity Incentive Plan effective August 3, 2007 as extended on July 28, 2017 (incorporated by reference to Appendix A to the Company's Proxy Statement dated June 28, 2007).</u>

* Previously filed.

** Filed herewith.

SIGNATURES

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: March 10, 2021

SENECA FOODS CORPORATION

By: /s/ Timothy J. Benjamin

Name: Timothy J. Benjamin

Title: Chief Financial Officer



**Seneca Foods Announces Final Results
of Modified Dutch Auction Tender Offer**

MARION, N.Y. March 10, 2021- Seneca Foods Corporation (NASDAQ: SENE, SENE) (“Seneca” or the “Company”), one of North America's leading providers of packaged fruits and vegetables with facilities located throughout the United States, today announced the final results of its modified Dutch auction tender offer, which expired at 6:00 p.m., New York City time, on Tuesday, March 9, 2021.

Based on the final count by Computershare Trust Company, the depositary for the tender offer (the “Depositary”), Seneca has accepted for purchase 531 shares of its Class A common stock, par value \$0.25 per share (the “Class A Shares”), at a price of \$46.00 per Class A Share, for an aggregate cost of \$24,426, excluding fees and expenses relating to the tender offer. As Seneca accepted for purchase all the Class A Shares that were properly tendered and not properly withdrawn at a price at or below \$46.00, there is no proration factor. The Company will promptly pay for the Class A Share repurchases with available cash.

“We believe our shares are undervalued, and we saw a tender offer as an opportunity to enhance value for our shareholders based upon the then current share price of our common stock,” said Seneca Chief Executive Officer Paul Palmby. “We believe the undersubscribed tender offer is clear evidence that shareholders share our view.”

BofA Securities, Inc. acted as Dealer Manager for the tender offer, Georgeson LLC acted as Information Agent for the tender offer and Computershare Trust Company acted as the Depositary for the tender offer. All inquiries about the tender offer should be directed to the Dealer Manager or the Information Agent toll free at (888) 803-9655 or (866) 628-6079, respectively.

About Seneca Foods Corporation

Seneca Foods is one of North America’s leading providers of packaged fruits and vegetables, with facilities located throughout the United States. Its high quality products are primarily sourced from over 1,600 American farms. Seneca holds the largest share of the retail private label, food service, and export canned vegetable markets, distributing to over 90 countries. Products are also sold under the highly regarded brands of Libby’s®, Aunt Nellie’s®, Green Valley®, CherryMan®, READ®, and Seneca labels, including Seneca snack chips. Seneca’s common stock is traded on the Nasdaq Global Stock Market under the symbols “SENEA” and “SENEB”. SENEA is included in the S&P SmallCap 600, Russell 2000 and Russell 3000 indices.

Contact:

Timothy J. Benjamin, Chief Financial Officer
315-926-8100