

Edgar Filing: FIRST LOOK MEDIA INC - Form SC TO-C

FIRST LOOK MEDIA INC  
Form SC TO-C  
August 28, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO  
(Amendment No. 1)

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

FIRST LOOK MEDIA, INC.  
(f/k/a Overseas Filmgroup, Inc.)

-----  
(Name of Subject Company (Issuer))

FIRST LOOK MEDIA, INC.  
(f/k/a Overseas Filmgroup, Inc.)

-----  
(Name of Filing Person, the Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE

-----  
(Title of Class of Securities)

320737109

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(CUSIP Number of Class of Securities)

William F. Lischak  
Chief Operating Officer, Chief Financial Officer and Secretary  
First Look Media, Inc.  
8800 Sunset Boulevard, Third Floor  
Los Angeles, California 90069  
(310) 855-1199

-----  
(Name, Address And Telephone Number Of Person Authorized To Receive Notices And  
Communications On Behalf Of Filing Persons)

with a copy to:  
David Alan Miller, Esq.  
Graubard Miller  
600 Third Avenue  
New York, New York 10016  
Telephone: (212) 818-8800  
Fax: (212) 818-8881

CALCULATION OF FILING FEE

TRANSACTION VALUATION

AMOUNT OF FILING FEE:\*

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required.

[ ] Check the box if any part of the fee is offset as provided by Rule  
011 (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.

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

Form or Registration Number: N/A  
Date Filed: N/A

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 a tender offer:

This Tender Offer Statement on Schedule TO relates to an upcoming issuer tender offer of First Look Media, Inc. (f/k/a Overseas Filmgroup, Inc.), a Delaware corporation, to exchange one share of common stock for every 14 outstanding warrants tendered and accepted for exchange. Assuming 100% participation in the tender offer, up to an aggregate of 321,429 shares of common stock would be issued. This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(1) of the Securities Exchange Act of 1934, as amended.

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: August 28, 2001

FIRST LOOK MEDIA, INC.

By: \*  
Name:  
Title:

\* Pursuant to General Instruction D to Schedule TO, no signature is required.

