

BOOTS & COOTS INTERNATIONAL WELL CONTROL INC
Form SC 13D/A
July 22, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(A)
AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(A)

BOOTS & COOTS INTERNATIONAL WELL CONTROL, INC.
(NAME OF ISSUER)

COMMON STOCK
\$.00001 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

099469108
(CUSIP NUMBER)

JACK L. PFEILSTICKER
VICE PRESIDENT AND CORPORATE COUNSEL
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA
GATEWAY CENTER FOUR
7TH FLOOR
100 MULBERRY STREET
NEWARK, NEW JERSEY 07102-4069
(973) 802-9200
(NAME, ADDRESS AND TELEPHONE NUMBER OF
PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS)

JULY 18, 2003
(DATE OF EVENT WHICH REQUIRES FILING OF
THIS STATEMENT)

IF THE FILING PERSON HAS PREVIOUSLY FILED A STATEMENT ON SCHEDULE 13G TO REPORT THE ACQUISITION WHICH IS THE SUBJECT OF THIS SCHEDULE 13D, AND IS FILING THIS STATEMENT BECAUSE OF RULE 13D-1(E), 13D-1(F) OR 13D-1(G), CHECK THE FOLLOWING BOX [ ] .

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- 1. NAME OF REPORTING PERSON PRUDENTIAL FINANCIAL, INC.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]
(b) [ ]
3. SEC USE ONLY
4. SOURCE OF

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FUNDS: N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
New Jersey

NUMBER OF SHARES  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON WITH

7. SOLE VOTING POWER  
19,958,665

8. SHARED VOTING POWER  
0

9. SOLE DISPOSITIVE POWER  
19,958,665

10. SHARED DISPOSITIVE POWER  
0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
19,958,665

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
[ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.34%

14. TYPE OF REPORTING PERSON  
HC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 3 to Schedule 13D amends the Schedule 13D filed by The Prudential Insurance Company of America, a New Jersey corporation ("Prudential"), with the Commission on July 16, 2001 (the "Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D filed by Prudential Financial, Inc. ("Prudential Financial") with the Commission on April 1, 2003 and Amendment No. 2 to Schedule 13D filed by Prudential Financial on July 8, 2003. Unless otherwise set forth herein, the information set forth in the Schedule 13D remains unchanged. Unless otherwise defined herein, all capitalized terms used herein shall have the meanings previously ascribed to them in the previous filing of the Schedule 13D.

Item 1. Security and Issuer.

The information set forth in Item 1 of the Schedule 13D remains unchanged.

Item 2. Identity and Background.

The information set forth in Item 2 of the Schedule 13D remains

unchanged.

Item 3. Source and Amount of Funds or Other Consideration.  
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The information set forth in Item 3 of the Schedule 13D remains unchanged.

Item 4. Purpose of Transaction.  
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Item 4 of the Schedule 13D is amended to add the following after the seventeenth paragraph thereof:

On July 8, 9, 10, 11, 17 and 18, 2003, Prudential sold an aggregate of 3,248,100 shares of Common Stock received upon the Series E Conversion and the July 2003 Warrant Exercise in market transactions pursuant to the provisions of Rule 144 promulgated by the Commission under the Securities Act of 1933, as amended, for aggregate net proceeds of \$1,131,317.99. The price breakdown of the sales was as follows: 1,490,100 shares at \$0.35; 761,600 shares at \$0.36; 58,400 shares at \$0.37; 927,800 shares at \$0.40; 10,200 shares at \$0.41.

Prudential continues to hold 10,085,400 shares of Common Stock directly and 9,672,598 shares of Common Stock issuable upon exercise of the Warrants. Prudential also continues to hold 903 shares of Series E Stock which are indirectly convertible into 200,667 shares of Common Stock as of July 18, 2003. Prudential continues to evaluate the possible disposition of its interest in the Company.

Except as set forth above, Prudential has no present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Except as set forth above, the information set forth in Item 4 of the Schedule 13D remains unchanged.

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Item 5. Interest in Securities of the Issuer.  
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Items 5(a), (b) and (c) of the Schedule 13D are amended and restated to read in their entirety as follows:

(a) The responses of Prudential Financial to Rows (11) through (13) of the cover pages of this statement on Schedule 13D are incorporated herein by reference. As of July 18, 2003, Prudential Financial, through its wholly owned subsidiary, Prudential, beneficially owned an aggregate of 19,958,665 shares of Common Stock, representing 17.34% of the outstanding shares of Common Stock. The outstanding shares of Common Stock, 115,091,560, are based on (i) the 83,818,295 shares outstanding as of June 30, 2002, as set forth in a certificate from American Stock Transfer and Trust Company, the Company's transfer agent, plus (ii) 15,900,000 shares issued to Prudential Financial resulting from the Series E Conversion and the July 2003 Warrant Exercise, plus (iii) 9,672,598 shares that Prudential Financial has the right to acquire upon the exercise of the Warrants, plus (iv) 200,667 shares that Prudential Financial has the right to acquire upon the conversion of its remaining shares of Series E Stock, plus (v) 5,500,000 shares issued to Specialty Finance, as disclosed in the Company's press release dated July 15, 2003.

Except as disclosed in this Item 5(a), neither Prudential Financial, nor, to the best of its knowledge, any of its directors or executive officers

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beneficially owns any shares of Common Stock.

(b) The responses of Prudential Financial to (i) Rows (7) through (10) of the cover page of this statement on Schedule 13D/A and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) Except as disclosed in Item 4 hereof, neither Prudential Financial, nor, to the best of its knowledge, any of its directors or executive officers, has effected any transaction in Common Stock during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect  
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to Securities of the Issuer.  
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The information set forth in Item 6 of the Schedule 13D remains unchanged.

Item 7. Material to be Filed as Exhibits.  
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Not applicable.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 22, 2003

PRUDENTIAL FINANCIAL, INC.

By: /s/ Jack L. Pfeilsticker

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Name: Jack L. Pfeilsticker  
Title: Vice President

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