TEMPLE INLAND INC
Form SC TO-T/A
August 10, 2011

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# SCHEDULE TO

**(RULE 14d-100)**

**(Amendment No. 5)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

# TEMPLE-INLAND INC.

**(Name of Subject Company)**

# METAL ACQUISITION INC.

**(a wholly owned subsidiary of International Paper Company) and**

# INTERNATIONAL PAPER COMPANY

**(Names of Filing Persons (Offerors))**

**COMMON STOCK, PAR VALUE $1.00 PER SHARE**

**(Title of Class of Securities)**

**879868107**

**(Cusip Number of Class of Securities)**

**Sharon R. Ryan, Esq.**

**Vice President, Acting General Counsel and Corporate Secretary**

**International Paper Company**

**6400 Poplar Avenue**

**Memphis, Tennessee 38197**

**(901) 419-7000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)**

***Copies to:***

**Jeffrey J. Rosen, Esq. and William D. Regner, Esq.**

**Debevoise & Plimpton LLP**

**919 Third Avenue**

**New York, New York 10022**

**(212) 909-6000**

**CALCULATION OF FILING FEE**

| **Transaction Valuation*** | **Amount of Filing Fee**** |
|---|---|
| $3,314,359,011.60 | $384,797.08 |

* Estimated for purposes of calculating the amount of filing fee only. Transaction value derived by multiplying 108,312,386 (number of shares of common stock of subject company (which represents the number of shares issued and outstanding as of April 2, 2011, as reported in the subject company s Quarterly Report on Form 10-Q filed on May 10, 2011), less the number of shares owned by the Offerors and their subsidiaries) by $30.60 (the purchase price per share offered by Offerors).

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

x Check 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: | $384,797.08 | Filing Party: | International Paper Company/Metal Acquisition Inc. |
| Form or Registration No.: | Schedule TO | Date Filed: | July 12, 2011 |

¨ 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:

x 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)

This Amendment No. 5 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 12, 2011, and subsequently amended and supplemented by Amendment No. 1 on July 25, 2011, Amendment No. 2 on July 27, 2011, Amendment No. 3 on July 28, 2011, and Amendment No. 4 on August 9, 2011 (as amended from time to time, the Schedule TO ), by International Paper Company, a New York corporation ( International Paper ), and Metal Acquisition Inc. (the Purchaser ), a Delaware corporation and a wholly owned subsidiary of International Paper. The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value $1.00 per share, together with the associated preferred stock purchase rights (the Shares ), of Temple-Inland Inc., a Delaware corporation, at $30.60 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 12, 2011 (as it may be amended and supplemented from time to time), and in the related Letter of Transmittal.

***Item 12***

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

(a)(5)(viii) Excerpt of letter to employees of International Paper Company, dated August 10, 2011.

**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.

Dated: August 10, 2011

**INTERNATIONAL PAPER COMPANY**

By: /s/ SHARON R. RYAN
Name: Sharon R. Ryan
Title: Vice President, Acting General Counsel and Corporate Secretary

**METAL ACQUISITION INC.**

By: /s/ SHARON R. RYAN
Name: Sharon R. Ryan
Title: Secretary

**EXHIBIT INDEX**

**Index**

| | |
|---|---|
| (a)(1)(i) | Offer to Purchase dated July 12, 2011.* |
| (a)(1)(ii) | Form of Letter of Transmittal.* |
| (a)(1)(iii) | Form of Notice of Guaranteed Delivery.* |
| (a)(1)(iv) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(v) | Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(vi) | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.* |
| (a)(1)(vii) | Form of summary advertisement dated July 12, 2011.* |
| (a)(5)(i) | Text of press release issued by International Paper Company, dated July 12, 2011.* |
| (a)(5)(ii) | Letter to Employees of International Paper Company, dated July 11, 2011.* |
| (a)(5)(iii) | July 25, 2011 Investor Presentation by International Paper Company.* |
| (a)(5)(iv) | Excerpt of transcript of conference call held by International Paper Company on July 28, 2011.* |
| (a)(5)(v) | Excerpt of transcript of video broadcast to employees held by International Paper Company on July 28, 2011.* |
| (a)(5)(vi) | Excerpt of transcript of conference call with officers held by International Paper Company on July 28, 2011.* |
| (a)(5)(vii) | Text of press release issued by International Paper Company, dated August 9, 2011.* |
| (a)(5)(viii) | Excerpt of letter to employees of International Paper Company, dated August 10, 2011. |
| (b)(1) | Commitment letter described in Section 10 Source and Amount of Funds of the Offer to Purchase.* |
| (d) | Not applicable. |
| (g) | Not applicable. |
| (h) | Not applicable. |

* Previously filed.