

SALOMON BROTHERS MUNICIPAL PARTNERS FUND INC
Form SC TO-I/A
August 07, 2006

As filed with the Securities and Exchange Commission on August 7, 2006.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the
Securities Exchange Act of 1934

(Amendment No. 2)

SALOMON BROTHERS MUNICIPAL PARTNERS FUND INC.

(Name of Subject Company (issuer))

SALOMON BROTHERS MUNICIPAL PARTNERS FUND INC.

(Name of Filing Person (offeror))

COMMON STOCK,

\$0.001 PAR VALUE PER SHARE

(Title of Class of Securities)

794916106

(CUSIP Number of Class of Securities)

ROBERT I. FRENKEL

SECRETARY

SALOMON BROTHERS MUNICIPAL PARTNERS FUND INC.

300 FIRST STAMFORD PLACE, 4TH FLOOR

STAMFORD, CONNECTICUT 06902

(203) 890-7041

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

Copy to:

SARAH E. COGAN, ESQ.

SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE

NEW YORK, NEW YORK 10017

(212) 455-2000

CALCULATION OF FILING FEE

TRANSACTION VALUATION
\$8,105,997(a)

AMOUNT OF FILING FEE
\$867.35(b)

- (a) Calculated as the aggregate maximum purchase price to be paid for 575,710 shares in the offer, based upon a price of \$14.08 (98% of the net asset value per share of \$14.36 on June 26, 2006).
- (b) Calculated at \$107 per \$1,000,000 of the Transaction Valuation.
- 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: \$867.35

Filing Party: Salomon Brothers Municipal

Partners Fund Inc.

Form or Registration No.: Schedule TO

Date Filed: June 29, 2006

.. Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes to designate any transactions to which this statement relates:

.. third party tender offer subject to Rule 14d-1

.. going-private transaction subject to Rule 13e-3

x issuer tender offer subject to Rule 13e-4

.. 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. x

Introductory Statement

This Amendment No. 2 to the Issuer Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on June 29, 2002 by Salomon Brothers Municipal Partners Fund Inc., a Maryland corporation (the Fund), relating to an offer to purchase for cash up to 10% of its outstanding shares, or 575,710 of the Fund 's issued and outstanding shares of Common Stock, par value \$0.001 per share, amends such Issuer Tender Offer Statement on Schedule TO to add an additional exhibit in accordance with Rule 13e-4(c)(1) promulgated under the Securities Exchange Act of 1934, as amended.

Item 12. Exhibits

The following material is hereby filed as an additional exhibit to the Fund 's Schedule TO:

| Exhibit No. | Description |
|--------------------|---|
| (a)(5)(ii) | Text of press release dated and issued on August 7, 2006. |

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.

SALOMON BROTHERS MUNICIPAL PARTNERS FUND INC.

By: /s/ R. Jay Gerken
Name: R. Jay Gerken
Title: Chairman, President and Chief Executive Officer

Dated: August 7, 2006