

Great Wolf Resorts, Inc.  
Form SC TO-T/A  
April 30, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO/A**

**AMENDMENT NO. 7**

**(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1)**

**OR SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

**GREAT WOLF RESORTS, INC.**

**(Names of Subject Company (Issuer))**

**K-9 ACQUISITION, INC.**

**K-9 HOLDINGS, INC.**

**K-9 INVESTORS, L.P.**

**(Name of Filing Persons (Offeror))**

**APOLLO MANAGEMENT VII, L.P.**

**(Names of Filing Persons (Other Person))**

**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**

(Title of Class of Securities)

**391523107**

(CUSIP Number of Class of Securities)

**K-9 Acquisition, Inc.**

**K-9 Holdings, Inc.**

**K-9 Investors, L.P.**

**c/o Apollo Management VII, L.P.**

**9 West 57th Street, 43rd Floor**

**New York, New York 10019**

**Attention: John J. Suydam**

**Telephone: (212) 515-3200**

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

*With a copy to:*

**Adam Weinstein**

**Jeffrey L. Kochian**

**Akin Gump Strauss Hauer & Feld LLP**

**One Bryant Park**

**New York, New York 10036**

**Telephone: (212) 872-8112**

**CALCULATION OF FILING FEE**

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**Transaction Value\***  
\$262,419,918.65

**Amount of Filing Fee\*\***  
\$30,073.32

- \* Calculated solely for purposes of determining the filing fee. The calculation assumes the purchase of 33,429,289 shares of common stock, par value \$0.01 per share, at \$7.85 per share as of March 13, 2012. This includes (i) 31,669,564 shares of unrestricted common stock outstanding on March 13, 2012, (ii) 1,236,173 shares of restricted stock outstanding on March 13, 2012, and (iii) 523,552 shares of restricted stock that, pursuant to that certain Agreement and Plan of Merger, dated as of March 12, 2012, by and among Great Wolf Resorts, Inc. (the Company), K-9 Acquisition, Inc. and K-9 Holdings, Inc. (the Merger Agreement), were converted from certain stock-denominated performance awards upon the signing of the Merger Agreement. The holders of such shares of restricted stock (including those converted from performance awards) will have the right to tender such shares in the offer. The number of shares of common stock assumed for purchase does not include shares of common stock issuable (i) pursuant to outstanding options to purchase common stock with an exercise price per share in excess of the price offered in the offer or (ii) pursuant to certain company stock awards that will expire without consideration if the shares are accepted for payment in the offer.
- \*\* The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying the Transaction Value by 0.00011460.
- x 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: \$30,073.32

Filing Party: K-9 Acquisition, Inc., K-9 Holdings, Inc., K-9 Investors, L.P. and Apollo Management VII, L.P.

Form or Registration No.: Schedule TO-T, Schedule TO-T/A, Schedule TO-T/A, Schedule TO-T/A

Date Filed: March 13, 2012, April 9, 2012, April 19, 2012, April 20, 2012

.. 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: ..

This Amendment No. 7 (this Amendment No. 7) amends and supplements the Tender Offer Statement on Schedule TO filed on March 13, 2012, as previously amended and supplemented (the Schedule TO) by K-9 Acquisition, Inc., a Delaware corporation (the Offeror), K-9 Holdings Inc., a Delaware corporation, K-9 Investors, L.P., a Delaware limited partnership, and Apollo Management VII, L.P., a Delaware limited partnership. The Schedule TO relates to the offer by Offeror to purchase all of the outstanding shares of common stock, par value \$0.01 per share (Shares), of Great Wolf Resorts, Inc. (the Company), at a purchase price of \$7.85 per share, net to the seller in cash, without interest and less any applicable withholding taxes (the Offer Price), upon the terms and subject to the conditions set forth in the offer to purchase dated March 13, 2012, as previously amended and supplemented (the Offer to Purchase), and the related letters of transmittal, as they may be amended or supplemented from time to time. Capitalized terms used and not otherwise defined herein shall have the meaning ascribed to such terms in the Offer to Purchase.

As permitted by General Instruction F to Schedule TO, the information set forth in the Schedule TO, as amended by this Amendment No. 7, including all appendices, schedules, exhibits and annexes thereto, is hereby expressly incorporated by reference herein in response to Items 1 through 13 of the Schedule TO. You should read this Amendment No. 7 together with the Schedule TO.

**Item 4: Terms of the Transaction**

**Regulation M-A Item 1004(a)**

The information incorporated into Item 4 of the Schedule TO by reference to the information set forth in the Offer to Purchase under the caption The Tender Offer - Introduction is hereby amended and supplemented as follows. The Offer to Purchase is amended and supplemented by adding the following text under the caption The Tender Offer Introduction as a new paragraph at the end of the section:

As of 5:00 P.M., April 27, 2012, the Consent Solicitation expired and holders of \$128,983,000 in aggregate principal amount, or 56.08% of the aggregate principal amount, of the outstanding First Mortgage Notes consented to the Change of Control Amendments. The Holding Partnership is terminating the Holding Partnership COC Offer as of the effectiveness of the supplemental indenture implementing the Change of Control Amendments. As a result of such termination, no First Mortgage Notes will be required to be purchased by the Holding Partnership pursuant to the Holding Partnership COC Offer.

**Item 7: Source and Amount of Funds or Other Consideration**

**Regulation M-A Item 1007(a), (b) and (d)**

The information incorporated into Item 7 of the Schedule TO by reference to the information set forth in the Offer to Purchase under the caption The Tender Offer Introduction is hereby amended and supplemented as set forth above.

The information incorporated into Item 7 of the Schedule TO by reference to the information set forth in the Offer to Purchase under the caption The Tender Offer Section 9 (Source and Amount of Funds) is hereby amended and supplemented as follows. The Offer to Purchase is amended and supplemented by adding the following text under the caption The Tender Offer Section 9 (Source and Amount of Funds) at the end of the section:

As of 5:00 P.M., April 27, 2012, the Consent Solicitation expired and holders of \$128,983,000 in aggregate principal amount, or 56.08% of the aggregate principal amount, of the outstanding First Mortgage Notes consented to the Change of Control Amendments. The Holding Partnership is terminating the Holding Partnership COC Offer as of the effectiveness of the supplemental indenture implementing the Change of Control Amendments. As a result of such termination, no First Mortgage Notes will be required to be purchased by the Holding Partnership pursuant to the Holding Partnership COC Offer.

**Item 11: Additional Information**

**Regulation M-A Item 1011**

The information incorporated into Item 11 of the Schedule TO by reference to the information set forth in the Offer to Purchase under the caption The Tender Offer Section 15 (Certain Legal Matters; Regulatory Approvals) is amended and supplemented by adding the following paragraphs at the end of the subsection Litigation :

On April 30, 2012, the parties to the case in the United States District Court for the Western District of Wisconsin reached an agreement in principle to settle that case. The proposed settlement, which is subject to court approval of the proposed class-wide settlement to which the parties to the Delaware action agreed in principle on April 25, 2012, provides for the dismissal with prejudice of plaintiff's complaint and of all claims asserted therein.

The Company, the members of the Company Board and the Apollo Defendants each have denied, and continue to deny, that they committed or attempted to commit any violation of law or breach of fiduciary duty owed to the Company and/or its stockholders, aided or abetted any breach of fiduciary duty, or otherwise engaged in any of the wrongful acts alleged in this action. All of the defendants expressly maintain that they complied with their fiduciary and other legal duties. However, in order to avoid the costs, disruption and distraction of further litigation, and without admitting the validity of any allegation made in the actions or any liability with respect thereto, the defendants have concluded that it is desirable to settle the claims against them on the terms reflected in the proposed settlement. The proposed settlement is subject to customary conditions including entry of a final order dismissing the Delaware action in its entirety, completion of appropriate settlement documentation, and consummation of the Offer and the Merger.

**Item 12: Exhibits**

**Regulation M-A Item 1016(a), (b), (d), (g) and (h)**

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

- (a)(1)(Q) Joint Press Release issued by the Offeror and the Company on April 30, 2012 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8- K filed by Great Wolf Resorts, Inc. on April 30, 2012).

**SIGNATURES**

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

Dated: April 30, 2012

K-9 Acquisition, Inc.

By: /s/ Aaron Stone

Name: Aaron Stone

Title: President

K-9 Holdings, Inc.

By: /s/ Aaron Stone

Name: Aaron Stone

Title: President

Apollo Management VII, L.P.

By: AIF VII Management, LLC,  
its General Partner

By: /s/ Aaron Stone

Name: Aaron Stone

Title: Vice President

K-9 Investors, L.P.

By: Apollo Advisors VII, L.P.  
its General Partner

By: Apollo Capital Management VII,  
LLC, its General Partner

By: /s/ Aaron Stone

Name: Aaron Stone

Title: Vice President

**EXHIBIT INDEX**

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase, dated March 13, 2012.*
(a)(1)(B)	Letter of Transmittal for Shares.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter of Transmittal for Restricted Shares.*
(a)(1)(E)	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(G)	Joint Press Release issued by Parent, the Offeror and the Company on March 13, 2012 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Great Wolf Resorts, Inc. on March 13, 2012).*
(a)(1)(H)	Summary Advertisement as published in the Wall Street Journal and dated March 13, 2012.*
(a)(1)(I)	Joint Press Release issued by Parent, the Offeror and the Company on April 5, 2012.*
(a)(1)(J)	Amendment and Supplement to the Offer to Purchase, dated April 9, 2012.*
(a)(1)(K)	Joint Press Release issued by Parent, the Offeror and the Company on April 6, 2012.*
(a)(1)(L)	Second Amendment and Supplement to the Offer to Purchase, dated April 19, 2012.*
(a)(1)(M)	Joint Press Release issued by Parent, the Offeror and the Company, on April 18, 2012 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Great Wolf Resorts, Inc. on April 18, 2012).*
(a)(1)(N)	Joint Press Release issued by the Holding Partnership and the Company, on April 19, 2012 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Great Wolf Resorts, Inc. on April 19, 2012).*
(a)(1)(O)	Third Amendment and Supplement to the Offer to Purchase, dated April 20, 2012.*

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(a)(1)(P)

Joint Press Release issued by the Offeror and the Company, on April 20, 2012 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8- K filed by Great Wolf Resorts, Inc. on April 20, 2012).\*

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- (a)(1)(Q) Joint Press Release issued by the Offeror and the Company on April 30, 2012 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8- K filed by Great Wolf Resorts, Inc. on April 30, 2012).
  
- (b)(1) Commitment and Engagement Letter, dated as of March 12, 2012, from Morgan Stanley Senior Funding, Inc., UBS Securities LLC and UBS Loan Finance LLC to K-9 Acquisition, Inc. and K-9 Holdings, Inc.\*
  
- (d)(1) Agreement and Plan of Merger, dated as of March 12, 2012, by and among K-9 Acquisition, Inc., K-9 Holdings, Inc. and Great Wolf Resorts, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Great Wolf Resorts, Inc. on March 13, 2012).\*
  
- (d)(2) Limited Guaranty, dated as of March 12, 2012, delivered by Apollo Investment Fund VII, L.P., Apollo Overseas Partners VII, L.P., Apollo Overseas Partners (Delaware) VII, L.P., Apollo Overseas Partners (Delaware 892) VII, L.P. and Apollo Investment Fund (PB) VII, L.P. in favor of Great Wolf Resorts, Inc.\*
  
- (d)(3) Equity Commitment Letter, dated as of March 12, 2012, by Apollo Investment Fund VII, L.P., Apollo Overseas Partners VII, L.P., Apollo Overseas Partners (Delaware) VII, L.P., Apollo Overseas Partners (Delaware 892) VII, L.P. and Apollo Investment Fund (PB) VII, L.P. to K-9 Holdings, Inc.\*
  
- (d)(4) Extension Letter Agreement, dated April 5, 2012, by and among K-9 Acquisition, Inc., K-9 Holdings, Inc. and Great Wolf Resorts, Inc.\*
  
- (d)(5) First Amendment to Agreement and Plan of Merger, dated as of April 6, 2012, by and among K-9 Acquisition, Inc., K-9 Holdings, Inc. and Great Wolf Resorts, Inc.\*
  
- (d)(6) Amended and Restated Equity Commitment Letter, dated as of April 6, 2012, by Apollo Investment Fund VII, L.P., Apollo Overseas Partners VII, L.P., Apollo Overseas Partners (Delaware) VII, L.P., Apollo Overseas Partners (Delaware 892) VII, L.P. and Apollo Investment Fund (PB) VII, L.P. to K-9 Holdings, Inc.\*
  
- (d)(7) Amended and Restated Limited Guarantee, dated as of April 6, 2012, delivered by Apollo Investment Fund VII, L.P., Apollo Overseas Partners VII, L.P., Apollo Overseas Partners (Delaware) VII, L.P., Apollo Overseas Partners (Delaware 892) VII, L.P. and Apollo Investment Fund (PB) VII, L.P. in favor of Great Wolf Resorts, Inc.\*
  
- (d)(8) Second Amendment to Agreement and Plan of Merger, dated as of April 18, 2012, by and among K-9 Acquisition, Inc., K-9 Holdings, Inc. and Great Wolf Resorts, Inc.\*

- (d)(9) Second Amended and Restated Equity Commitment Letter, dated as of April 18, 2012, by Apollo Investment Fund VII, L.P., Apollo Overseas Partners VII, L.P., Apollo Overseas Partners (Delaware) VII, L.P., Apollo Overseas Partners (Delaware 892) VII, L.P. and Apollo Investment Fund (PB) VII, L.P. to K-9 Holdings, Inc.\*
- (d)(10) Amended and Restated Limited Guarantee, dated as of April 18, 2012, delivered by Apollo Investment Fund VII, L.P., Apollo Overseas Partners VII, L.P., Apollo Overseas Partners (Delaware) VII, L.P., Apollo Overseas Partners (Delaware 892) VII, L.P. and Apollo Investment Fund (PB) VII, L.P. in favor of Great Wolf Resorts, Inc.\*
- (d)(11) Third Amendment to Agreement and Plan of Merger, dated as of April 20, 2012, by and among K-9 Acquisition, Inc., K-9 Holdings, Inc. and Great Wolf Resorts, Inc. \*
- (d)(12) Third Amended and Restated Equity Commitment Letter, dated as of April 20, 2012, by Apollo Investment Fund VII, L.P., Apollo Overseas Partners VII, L.P., Apollo Overseas Partners (Delaware) VII, L.P., Apollo Overseas Partners (Delaware 892) VII, L.P. and Apollo Investment Fund (PB) VII, L.P. to K-9 Holdings, Inc.\*
- (d)(13) Amended and Restated Limited Guarantee, dated as of April 20, 2012, delivered by Apollo Investment Fund VII, L.P., Apollo Overseas Partners VII, L.P., Apollo Overseas Partners (Delaware) VII, L.P., Apollo Overseas Partners (Delaware 892) VII, L.P. and Apollo Investment Fund (PB) VII, L.P. in favor of Great Wolf Resorts, Inc.\*
- (g) None.
- (h) None.

\* Previously filed