

SWISS HELVETIA FUND, INC.

Form SC TO-I/A

November 20, 2018

**As filed with the Securities and Exchange Commission, November 20, 2018**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**Amendment No. 2**

**to**

**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**The Swiss Helvetia Fund, Inc.**

**(Name of Subject Company (Issuer))**

**The Swiss Helvetia Fund, Inc.**

**(Name of Filing Person (Offeror))**

**COMMON STOCK,**

**\$0.001 PAR VALUE PER SHARE**

**(Title of Class of Securities)**

**870875101**

(CUSIP Number of Class of Securities)

*With a copy to:*

**Carin F. Muhlbaum**

**William G. Farrar, Esq.**

**Schroder Investment Management North America Inc.**

**Sullivan & Cromwell LLP**

**7 Bryant Park**

**125 Broad Street**

**New York, New York 10018**

**New York, New York 10004**

**(800) 730-2932**

**(212) 558-4000**

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

**Calculation of Filing Fee**

**Transaction Valuation**

\$197,357,733<sup>(a)</sup>

**Amount of Filing Fee**

\$23,919.76<sup>(b)</sup>

- (a) Estimated for purposes of calculating the amount of the filing fee only. Pursuant to Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended, the Transaction Value was calculated by multiplying 24,638,918 shares of common stock of the Fund (approximately 65% of the total number of shares outstanding on October 19, 2018) by \$8.01 (98% of the net asset value per share of \$8.17 as of the close of regular trading on the New York Stock Exchange on October 19, 2018).
- (b) Calculated at \$121.20 per \$1,000,000 of the Transaction Valuation.

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 of Schedule and the date of its filing.

Amount Previously Paid: \$23,919.76  
Form or Registration No.: Schedule TO-I

Filing Party: The Swiss Helvetia Fund, Inc  
Date Filed: October 22, 2018

Check the box if the filing relates solely to preliminary communications made before commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

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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)

### **Introductory Statement**

This Amendment No. 2 (the "Amendment") hereby amends and supplements the Issuer Tender Offer Statement on Schedule TO initially filed by The Swiss Helvetia Fund, Inc., a closed-end management investment company organized under the laws of the state of Delaware (the "Fund"), with the Securities and Exchange Commission on October 22, 2018, as amended by Amendment No. 1 to the Schedule TO filed with the SEC on November 19, 2018 (as amended hereby, the "Schedule TO"). The Schedule TO relates to the offer by the Fund to purchase up to 24,638,918 of its issued and outstanding shares of common stock, par value \$0.001 per share, at a price equal to 98% of the net asset value per share (the "Offer"), determined as of the close of the regular trading session of the New York Stock Exchange on November 19, 2018, the business day immediately following the day the Offer expired, to the seller in cash, less any applicable withholding taxes and without interest. The Offer expired at 5:00 p.m., Eastern Time, on November 16, 2018, pursuant to the Offer to Purchase, dated October 22, 2018, and the related Letter of Transmittal, copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO.

This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

#### **Items 1 through 9 and Item 11.**

The information in the Offer to Purchase and the related Letter of Transmittal, previously filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO is incorporated herein by reference with respect to Items 1 through 9 and Item 11 of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

#### **Item 10. Financial Statements.**

Not applicable.

#### **Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented to add the following:

On November 20, 2018, the Fund issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., Eastern Time, on November 16, 2018. A copy of the press release is filed as Exhibit (a)(5)(v) to this Schedule TO and is incorporated herein by reference.

#### **Item 12. Exhibits.**

- (a)(1)(i) Offer to Purchase, dated October 22, 2018. \*
- (a)(1)(ii) Form of Letter of Transmittal (Including IRS Form W-9 and the instructions included therewith). \*
- (a)(1)(iii) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. \*
- (a)(1)(iv) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. \*
- (a)(1)(v) Letter to Stockholders of the Fund, dated October 22, 2018. \*
- (a)(2) Not applicable.

(a)(5)(i) Press Release issued by the Fund, dated August 23, 2018 (incorporated by reference to Schedule TO-C filed by the Fund on August 23, 2018). \*

- (a)(5)(ii) Press Release issued by the Fund, dated September 7, 2018 (incorporated by reference to Schedule TO-C filed by the Fund on September 7, 2018). \*
- (a)(5)(iii) Press Release issued by the Fund, dated October 22, 2018. \*
- (a)(5)(iv) Press Release issued by the Fund, dated November 19, 2018. \*
- (a)(5)(v) Press Release issued by the Fund, dated November 20, 2018. \*\*
- (b) Not applicable.
- (d) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed as an exhibit to the Fund's Tender Offer Statement on Schedule TO filed with the SEC on October 22, 2018.

\*\* Filed herewith.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

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**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.

THE SWISS HELVETIA FUND, INC.

By: /s/ Mark A. Hemenetz  
Name: Mark A. Hemenetz  
Title: President

Dated: November 20, 2018

**Exhibit Index**

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- (b) Not applicable.
- (d) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed as an exhibit to the Fund's Tender Offer Statement on Schedule TO filed with the SEC on October 22, 2018.

\*\* Filed herewith.