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HECLA MINING CO/DE/
Form SC TO-I/A
February 19, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
SCHEDULE TO
=====

(RULE 14D-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

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HECLA MINING COMPANY
(Name of Subject Company)

HECLA MINING COMPANY
(Issuer and Offeror)

=====

SERIES B CUMULATIVE CONVERTIBLE PREFERRED STOCK
(Title of Class of Securities)

422704205
(CUSIP Number of Class of Securities)

MICHAEL B. WHITE
HECLA MINING COMPANY
6500 N. MINERAL DRIVE #200
COEUR D'ALENE, IDAHO 83815-8788
Telephone: (208) 769-4110
Facsimile: (208) 769-7612

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

COPIES TO:
JOHN H. BITNER
BELL, BOYD & LLOYD LLC
70 WEST MADISON STREET, SUITE 3300
CHICAGO, ILLINOIS 60602
Telephone: (312) 807-4306
Facsimile: (312) 827-8048

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:

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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 a tender offer:

AMENDED TENDER OFFER

This Amendment No. 3 further amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on January 16, 2004 as previously amended by Hecla Mining Company, a Delaware corporation, pursuant to Section 13(e) of the Securities Exchange Act of 1934, in connection with its offer of up to 8.25 shares of common stock in exchange for each of Hecla's 464,777 currently outstanding shares of Series B Cumulative Convertible Preferred Stock, upon the terms and subject to the conditions set forth in the Offering Circular, dated January 16, 2004 (the "Offering Circular"), and in the related Letter of Transmittal. Terms defined in the Offering Circular shall have the same meaning in this Amended Statement.

To the extent this Amended Statement contains information not contained in the Offering Circular, the information herein amends the Offering Circular. The Offering Circular, as amended hereby, and the Letter of Transmittal, as they may be further amended or supplemented, together constitute the "Offer."

On February 18, 2004, Hecla Mining Company announced the Average Common Share Price is \$8.32, resulting in an exchange ratio of 7.94 shares of Hecla Common Stock for each share of Hecla Preferred Stock. The information contained in Exhibit (a) (7) is incorporated herein by reference.

ITEM 12. EXHIBITS

- (a) (7) Press Release, dated February 18, 2004

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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 Amended Statement is true, complete and correct.

HECLA MINING COMPANY

/s/ Phillips S. Baker, Jr.

PHILLIPS S. BAKER, JR.
PRESIDENT AND CHIEF EXECUTIVE OFFICER

February 18, 2004