

NEW PLAN EXCEL REALTY TRUST INC
Form SC TO-T/A
April 12, 2007

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. 5)

NEW PLAN EXCEL REALTY TRUST, INC.

(Name of Subject Company (Issuer))

Super MergerSub Inc.

Centro Properties Limited

(Names of Filing Persons (Offerors))

Common Stock, \$.01 par value per share

(Title of Class of Securities)

648053106

(CUSIP Number of Class of Securities)

Michael V. Gisser, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

300 South Grand Avenue

Suite 3400

Los Angeles, California 90071

(213) 687-5000

(Name, Address and Telephone Numbers of Person Authorized

to Receive Notices and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation*

\$3,434,692,617

Amount of Filing Fee*

\$105,445.06

* Estimated solely for purposes of calculating the filing fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended. The amount of the filing fee is calculated by multiplying the transaction value by 0.0000307. The transaction value was determined by multiplying the offer price of \$33.15 per share by 103,610,637 shares of common stock issued and outstanding (the number of shares represented by New Plan Excel Realty Trust, Inc. in the Merger Agreement (as defined herein) to be issued and outstanding as of February 27, 2007). The filing fee was previously paid with the original filing on Schedule TO on March 8, 2007.

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: None

Form or Registration No.: Not applicable

Filing Party: Not applicable

Date Filed: Not applicable

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:

- 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. 5 to Tender Offer Statement on Schedule TO (Amendment) amends and supplements the Tender Offer Statement on Schedule TO, filed with the Securities and Exchange Commission (the Commission) on March 8, 2007, as amended by Amendment No. 1 thereto filed with the Commission on March 21, 2007, as amended by Amendment No. 2 thereto filed with the Commission on March 29, 2007, as amended by Amendment No. 3 thereto filed with the Commission on April 5, 2007, and as amended by Amendment No. 4 thereto filed with the Commission on April 9, 2007 (as so amended, the Original Schedule TO and, together with this Amendment, this Schedule TO), relating to the offer by Super MergerSub Inc., a Maryland corporation (Purchaser) and an affiliate of Centro Properties Limited (Centro), to purchase all outstanding shares of common stock, \$.01 par value per share (Shares), of New Plan Excel Realty Trust, Inc., a Maryland corporation (New Plan), at a price of \$33.15 per Share, net to the seller in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 8, 2007, as amended and supplemented by Amendment and Supplement No. 1 thereto, dated March 21, 2007, and Amendment and Supplement No. 2 thereto, dated March 29, 2007, and as supplemented by the press releases dated April 5, 2007, April 9, 2007, and April 11, 2007, and the letter to New Plan stockholders dated April 12, 2007 (as it may be further amended or supplemented from time to time, the Offer to Purchase), and in the related Letter of Transmittal, as amended and supplemented by Amendment and Supplement No. 1 thereto, dated March 21, 2007, and as supplemented by the press release dated April 5, 2007 (as it may be further amended or supplemented from time to time, the Letter of Transmittal and, together with the Offer to Purchase, the Offer), which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(A), (a)(1)(B), (a)(1)(J), (a)(1)(K), (a)(1)(L), (a)(1)(M), (a)(1)(N) and (a)(1)(O), respectively. This Schedule TO is being filed on behalf of Purchaser and Centro. Unless otherwise indicated, references to sections in this Schedule TO are references to sections of the Offer to Purchase.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Original Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following paragraphs thereto:

On April 11, 2007, we issued a press release urging New Plan stockholders to tender their Shares in the Offer prior to the expiration of the subsequent offering period at 12:00 midnight, New York City time, on April 18, 2007, unless extended. A copy of the press release is attached as Exhibit (a)(1)(N) hereto and is incorporated herein by this reference.

In addition, on April 12, 2007, we sent to New Plan stockholders a letter urging them to tender their Shares in the Offer prior to the expiration of the subsequent offering period. A copy of the letter is attached as Exhibit (a)(1)(O) hereto and is incorporated herein by this reference.

The Offer to Purchase is hereby supplemented with the text of Exhibits (a)(1)(N) and (a)(1)(O) attached hereto.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits in numerical order:

- (a)(1)(N) Press Release issued by Centro on April 11, 2007
- (a)(1)(O) Letter dated April 12, 2007, from Centro to New Plan stockholders

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.

Super MergerSub Inc.

By: /s/ John Hutchinson
Name: John Hutchinson
Title: Vice President

Centro Properties Limited

- By: /s/ Andrew Scott
- Name: Andrew Scott
- Title: Director

Dated: April 12, 2007

3

EXHIBIT INDEX

The Exhibit Index is hereby amended and supplemented by adding the following in numerical order in such Exhibit Index:

Exhibit

| No. | Document |
|------------|---|
| (a)(1)(N) | Press Release issued by Centro on April 11, 2007 |
| (a)(1)(O) | Letter dated April 12, 2007, from Centro to New Plan stockholders |

4
