



Edgar Filing: RARE MEDIUM GROUP INC - Form SC TO-T/A

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\* For purposes of calculating the filing fee only, this amount is based on the purchase of 15,002,909 outstanding shares of Common Stock at the tender offer price of \$0.28 per share.

[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:	\$386.47	Filing Party::	AP/RM Acquisition, L
Form or Registration No.:	Schedule TO	Date Filed::	April 9, 2002

[\_] 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: [X]

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "Commission") on April 9, 2002, as amended by Amendment No. 1 thereto filed with the Commission on April 23, 2002, Amendment No. 2 thereto filed with the Commission on May 1, 2002 and Amendment No. 3 thereto filed with the Commission on May 8, 2002 (the "Schedule TO"), by AP/RM Acquisition, LLC, a Delaware limited liability company (the "Purchaser"), in connection with the offer by the Purchaser to purchase up to 15,002,909 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Rare Medium Group, Inc., a Delaware corporation (the "Company"), at a price of \$0.28 per share of Common Stock, net to the seller in cash, without interest and subject to the terms and conditions set forth in the Offer to Purchase, dated April 9, 2002 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Letter of Transmittal"), which together, as each may be amended or supplemented from time to time, constitute the "Offer" and which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively. Capitalized terms used herein but not otherwise defined have the meaning ascribed to such terms in the Offer to Purchase.

Items 1,4 and 8.

Items 1, 4 and 8 are hereby amended and supplemented as follows:

The Offer expired at 5:00 p.m., New York City time, on Friday, May 10, 2002. Pursuant to the Offer, based upon a report from the Depository, on May 13, 2002, the Purchaser accepted for payment 4,800,643 shares of Common Stock (including shares of Common Stock delivered pursuant to guaranteed delivery).

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On May 13, 2002, the Purchaser issued a press release announcing the completion of the Offer. The press release is contained in Exhibit (a) (5) (vii) hereto, and the information set forth in the press release is hereby incorporated by reference.

Item 12. Exhibits

Item 12 is hereby amended and supplemented to add thereto the following:

EXHIBIT NUMBER -----	DESCRIPTION -----
(a) (5) (vii)	Press release dated May 13, 2002.

SIGNATURES

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.

AP/RM ACQUISITION, LLC

Dated: May 13, 2002

By: Apollo Management IV, L.P.  
its general partner

By: AIF IV Management, Inc.  
its general partner

By: \_\_\_\_\_  
Name: Andrew D. Africk  
Title: Vice President

APOLLO INVESTMENT FUND IV, L.P.

Dated: May 13, 2002

By: Apollo Advisors IV, L.P.  
its general partner

By: Apollo Capital Management IV, Inc.  
its general partner

By: \_\_\_\_\_  
Name: Andrew D. Africk  
Title: Vice President

APOLLO ADVISORS IV, L.P.

Dated: May 13, 2002

By: Apollo Capital Management IV, Inc.  
its general partner

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By: \_\_\_\_\_

Name: Andrew D. Africk

Title: Vice President

EXHIBIT INDEX

Exhibit Number

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(a) (5) (vii)

Description

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Press release dated May 13, 2002.