

MICHAEL BAKER CORP  
Form SC14D9C  
August 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**SCHEDULE 14D-9**

**(RULE 14d-101)**

**SOLICITATION/RECOMMENDATION STATEMENT**

**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Michael Baker Corporation**

**(Name of Subject Company)**

**Michael Baker Corporation**

**(Name of Persons Filing Statement)**

**Common Stock, par value \$1.00 per share**

**(Title of Class of Securities)**

**057149106**

(CUSIP Number of Class of Securities)

**H. James McKnight**

**Executive Vice-President, Chief Legal Officer & Corporate Secretary**

**Michael Baker Corporation**

**Airside Business Park**

**100 Airside Drive**

**Moon Township, Pennsylvania 15108**

**(412) 269-2532**

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

*Copies to*

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**Pittsburgh, Pennsylvania 15222-2613**

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

The information set forth under Items 1.01 and 9.01 of the Current Report on Form 8-K/A filed by Michael Baker Corporation ( Baker ) on August 14, 2013 (including all exhibits attached thereto) and Items 1.01 and 9.01 of the Current Report on Form 8-K filed by Baker on July 30, 2013 (including all exhibits attached thereto) are incorporated herein by reference.