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KATY INDUSTRIES INC  
Form SC TO-T  
April 25, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities  
Exchange Act of 1934

-----  
Katy Industries, Inc. (Issuer)  
(Name of Subject Company)  
KITY Holding Company, L.L.C. (Offeror)  
Kohlberg & Co., L.L.C. (Offeror)  
(Names of Filing Persons)

-----  
Common Stock, \$1.00 Par Value Per Share  
(Title of Class of Securities)  
486-026-107  
(CUSIP Number of Class of Securities)

-----  
Christopher Lacovara  
KITY Holding Company, L.L.C.  
c/o Kohlberg & Co., L.L.C.  
111 Radio Circle  
Mount Kisco, New York 10549  
Telephone (914) 241-7430  
(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing persons)

With Copies To:  
Raul Grable, Esq.  
Hunton & Williams  
200 Park Avenue  
New York, New York 10166-0136  
Calculation of Filing Fee

-----  
Transaction Valuation: \*  
\$20,000,000

Amount of Filing Fee:  
\$4,000

-----  
\* For purposes of calculating the filing fee only. This amount is based on a per share offering price of \$8.00 for up to 2,500,000 shares of common stock. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals 1/50 of one percent of the aggregate of the cash offered by KITY Holding Company, L.L.C.

Check 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

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statement relates:

- third-party offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transactions 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: [ ]

CUSIP NO. 486-026-107

13D

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KKTY Holding Company, L.L.C. (13-4162459)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

2,500,000\*

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,500,000\*

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11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 17,000\* [X]

13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.8%

14TYPE OF REPORTING PERSON

OO

\* The reporting person expressly disclaims beneficial ownership of any shares other than the shares owned of record, if any, by the reporting person. The filing of this statement shall not be deemed to be an admission that the reporting person is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this statement.

2

CUSIP NO. 486-026-107

13D

1NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kohlberg Investors IV, L.P. (13-4134452)

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [X]

3SEC USE ONLY

4SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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7SOLE VOTING POWER

0

8SHARED VOTING POWER

2,500,000\*

9SOLE DISPOSITIVE POWER

0

10SHARED DISPOSITIVE POWER

1,500,000\*

11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 17,000\*

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3

CUSIP NO. 486-026-107

13D

1NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kohlberg TE Investors IV, L.P. (13-4147089)

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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-----  
3SEC USE ONLY  
-----

4SOURCE OF FUNDS

OO  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED   
PURSUANT TO ITEM 2(d) or 2(e)

-----  
6CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7SOLE VOTING POWER

0  
-----

8SHARED VOTING POWER

2,500,000\*  
-----

9SOLE DISPOSITIVE POWER

0  
-----

10SHARED DISPOSITIVE POWER

1,500,000\*  
-----

11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000\*  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES   
CERTAIN SHARES 17,000\*

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29.8%  
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CUSIP NO. 486-026-107

13D

1NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kohlberg Offshore Investors IV, L.P. (applied for)

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3SEC USE ONLY

4SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7SOLE VOTING POWER

0

8SHARED VOTING POWER

2,500,000\*

9SOLE DISPOSITIVE POWER

0

10SHARED DISPOSITIVE POWER

1,500,000\*

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11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 17,000\*

13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.8%

14TYPE OF REPORTING PERSON

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5

CUSIP NO. 486-026-107

13D

1NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kohlberg Partners IV, L.P. (13-4134599)

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3SEC USE ONLY

4SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

2,500,000\*

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,500,000\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 17,000\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.8%

14 TYPE OF REPORTING PERSON

PN

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CUSIP NO. 486-026-107

13D

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kohlberg Management IV, L.L.C. (13-4134598)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)



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(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED [ ]  
PURSUANT TO ITEM 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

2,500,000\*

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,500,000\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES [X]  
CERTAIN SHARES 17,000\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.8%

14 TYPE OF REPORTING PERSON

OO

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7

CUSIP NO. 486-026-107

13D

1NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

James A. Kohlberg

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3SEC USE ONLY

4SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7SOLE VOTING POWER

0

8SHARED VOTING POWER

2,500,000\*

9SOLE DISPOSITIVE POWER

0

10SHARED DISPOSITIVE POWER

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1,500,000\*

11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES [X]  
CERTAIN SHARES 17,000\*

13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.8%

14TYPE OF REPORTING PERSON

IN

\* The reporting person expressly disclaims beneficial ownership of any shares other than the shares owned of record, if any, by the reporting person. The filing of this statement shall not be deemed to be an admission that the reporting person is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this statement.

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This Tender Offer Statement on Tender Offer Schedule TO (this "Schedule TO") is filed by KKTU Holding Company, L.L.C., a Delaware limited liability company ("Purchaser"). By virtue of its direct or indirect relationship with Purchaser and involvement in negotiating the terms of the Offer (as defined below), Kohlberg & Co, L.L.C. ("Kohlberg & Co.") may be deemed to be a bidder within the meaning of Rule 14d-1(g) (2) under the Securities Exchange Act of 1934, as amended, and as such is joining with Purchaser as filing persons with respect to this Schedule TO. This Schedule TO relates to the offer by Purchaser to purchase up to 2,500,000, but not less than 2,000,000, outstanding shares of Common Stock, \$1.00 par value per share (the "Shares"), of Katy Industries, Inc., a Delaware corporation (the "Company"), including the associated common stock purchase rights, at a purchase price of \$8.00 per Share, net to the seller in cash and without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 25, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a) (1) (A) and (a) (1) (B) respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). The information set forth in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1-11 of this Schedule TO. The Preferred Stock Purchase and Recapitalization Agreement, dated as of March 29, 2001, by and between Purchaser and the Company, a copy of which is attached as Exhibit (d) (1) hereto, is incorporated herein by reference with respect to Items 5 and 11 of this Schedule TO.

This Schedule TO amends and supplements the Statement on Schedule 13D with respect to the Company filed by Purchaser, Kohlberg Investors IV, L.P., Kohlberg TE Investors IV, L.P., Kohlberg Offshore Investors IV, L.P., Kohlberg Partners IV, L.P., Kohlberg Management IV, L.L.C. and James A. Kohlberg, with the Securities and Exchange Commission on April 9, 2001.

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### ITEM 3.

- (c) (3) -- To the best knowledge of Purchaser and Kohlberg & Co., no person listed in Annex I of the Offer to Purchase has, during the past five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (c) (4) -- To the best knowledge of Purchaser and Kohlberg & Co., no person listed in Annex I of the Offer to Purchase has, during the past five years, been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

### ITEM 12.

- (a) (1) (A) -- Offer to Purchase, dated April 25, 2001.
  - (a) (1) (B) -- Form of Letter of Transmittal.
  - (a) (1) (C) -- Form of Notice of Guaranteed Delivery.
  - (a) (1) (D) -- Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
  - (a) (1) (E) -- Form of Letter to Clients from Brokers, Dealers, Banks, Trust Companies and Other Nominees.
  - (a) (1) (F) -- Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
  - (a) (1) (G) -- Press Release issued by the Company on March 30, 2001 (filed with the Securities and Exchange Commission under cover of Schedule TO-C by Purchaser and Kohlberg & Co. on March 30, 2001 and incorporated herein by reference).
- 9
- (a) (1) (H) -- Summary Advertisement as published in The Wall Street Journal on April 25, 2001.
  - (b) (1) -- Commitment Letter, dated March 27, 2001, among Bankers Trust Company, Purchaser and Kohlberg & Co. (filed as Exhibit B to the Preferred Stock Purchase and Recapitalization Agreement attached as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 13, 2001 and incorporated herein by reference).
  - (b) (2) -- Equity Commitment Letter, dated March 27, 2001, from Kohlberg & Co.

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- (d) (1) -- Preferred Stock Purchase and Recapitalization Agreement, dated March 29, 2001, between Purchaser and the Company (filed as Annex B to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 25, 2001 and Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 13, 2001 and incorporated herein by reference).
- (d) (2) -- Stock Voting and Tender Agreement, dated March 29, 2001, among Purchaser and certain stockholders of the Company (filed as Annex C to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 25, 2001 and incorporated herein by reference).
- (d) (3) -- Confidentiality Agreement, effective October 11, 2000, between Kohlberg & Co. and the Company.
- (d) (4) -- Form of Management Agreement between the Company and Kohlberg & Co. (filed as Exhibit (e) (4) to the Company's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission on April 25, 2001 and incorporated herein by reference).
- (g) -- None or not applicable.
- (h) -- None or not applicable.

ITEM 13.

Not applicable.

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Signature

After due inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

SCHEDULE TO

Dated: April 25, 2001

KKTY HOLDING COMPANY, L.L.C.

/s/ Christopher Lacovara  
By: \_\_\_\_\_  
Christopher Lacovara  
Authorized Manager

Dated: April 25, 2001

KOHLBERG & CO., L.L.C.

/s/ James A. Kohlberg  
By: \_\_\_\_\_  
James A. Kohlberg  
Managing Member

SCHEDULE 13D

Dated: April 25, 2001

KKTY HOLDING COMPANY, L.L.C.

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/s/ Christopher Lacovara  
By: \_\_\_\_\_  
Christopher Lacovara  
Authorized Manager

Dated: April 25, 2001

KOHLBERG INVESTORS IV, L.P.

By:Kohlberg Management IV, L.L.C.,  
its General Partner

/s/ James A. Kohlberg  
By: \_\_\_\_\_  
James A. Kohlberg  
Managing Member

Dated: April 25, 2001

KOHLBERG TE INVESTORS IV, L.P.

By:Kohlberg Management IV, L.L.C.,  
its General Partner

/s/ James A. Kohlberg  
By: \_\_\_\_\_  
James A. Kohlberg  
Managing Member

Dated: April 25, 2001

KOHLBERG OFFSHORE INVESTORS IV, L.P.

By:Kohlberg Management IV, L.L.C.,  
its General Partner

/s/ James A. Kohlberg  
By: \_\_\_\_\_  
James A. Kohlberg  
Managing Member

11

Dated: April 25, 2001

KOHLBERG PARTNERS IV, L.P.

By:Kohlberg Management IV, L.L.C.,  
its General Partner

/s/ James A. Kohlberg  
By: \_\_\_\_\_  
James A. Kohlberg  
Managing Member

Dated: April 25, 2001

KOHLBERG MANAGEMENT IV, L.L.C.

/s/ James A. Kohlberg  
By: \_\_\_\_\_  
James A. Kohlberg  
Managing Member

Dated: April 25, 2001

/s/ James A. Kohlberg  
\_\_\_\_\_  
James A. Kohlberg

EXHIBIT INDEX

- (a) (1) (A) -- Offer to Purchase, dated April 25, 2001.
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and incorporated herein by reference).

- (g) -- None or not applicable.
- (h) -- None or not applicable.