

PURE RESOURCES INC
Form SC TO-T/A
September 23, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(RULE 14D-100)

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

(AMENDMENT NO. 2)

PURE RESOURCES, INC.
(Name of Subject Company)
UNOCAL CORPORATION
UNION OIL COMPANY OF CALIFORNIA
(Name of Filing Persons -- Offerors)
COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

74622E 10 2
(CUSIP Number of Class of Securities)

BARRY A. L. HOFFMAN, ESQ.
DEPUTY GENERAL COUNSEL
UNOCAL CORPORATION
2141 ROSECRANS AVENUE, SUITE 4000
EL SEGUNDO, CALIFORNIA 90245
(310) 726-7600

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

COPIES TO:
DANIEL A. NEFF
ELLIOTT V. STEIN
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NY 10019
(212) 403-1000

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

AMOUNT OF FILING FEE

\$553,431,082

\$50,916

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* Estimated solely for the purpose of calculating the filing fee pursuant to Rule 0-11 under the Securities Exchange Act of 1934, as amended, based on the product of (i) 23.20 the average of the high and low sales prices of Pure Resources, Inc.'s common stock and (ii) 23,854,788, the maximum number of shares to be acquired pursuant to this offer.

[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: \$50,916. Filing Party: Unocal Corporation.
 Form or Registration No.: Form S-4. Date Filed: September 4, 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.
- [X] 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: []

SCHEDULE 13D

 CUSIP No. 74622E 10 2

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 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Unocal Corporation
 95-3825062

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

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 AF

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

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

		SOLE VOTING POWER
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7		-0-
		SHARED VOTING POWER
8		35,890,333 (1)
		SOLE DISPOSITIVE POWER
9		32,709,067
		SHARED DISPOSITIVE POWER
10		-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,890,333*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 71.3%	
14	TYPE OF REPORTING PERSON CO	

(1) Includes 32,709,067 shares directly owned by Union Oil Company of California, and 3,181,266 shares beneficially owned by Jack D. Hightower, with respect to which the reporting persons may be deemed to share voting control by virtue of the Voting Agreement (as described on the reporting persons joint Statement on Schedule 13D, as amended, which is incorporated herein by reference).

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SCHEDULE 13D

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CUSIP No. 74622E 10 2

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1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Union Oil Company of California		
	95-1315450		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [] (b) []
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	00		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	California		
		SOLE VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
7		-0-	
		SHARED VOTING POWER	
8		35,890,333 (2)	
		SOLE DISPOSITIVE POWER	
9		32,709,067	
		SHARED DISPOSITIVE POWER	
10		-0-	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	35,890,333*		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11		

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13

71.3%

14

TYPE OF REPORTING PERSON

CO

(2) Includes 32,709,067 shares directly owned by Union Oil Company of California, and 3,181,266 shares beneficially owned by Jack D. Hightower, with respect to which the reporting persons may be deemed to share voting control by virtue of the Voting Agreement (as described on the reporting persons joint Statement on Schedule 13D, as amended, which is incorporated herein by reference).

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This Amendment No. 2 to the Tender Offer Statement on Schedule TO and combined Amendment No. 4 to the joint Statement on Schedule 13D (together with the Initial Schedule TO (as defined below) and as amended hereby, the "Schedule TO") are filed by Unocal Corporation, a Delaware corporation ("Unocal"), and its wholly owned subsidiary Union Oil Company of California, a California corporation ("Union Oil", together with Unocal, the "Reporting Persons"). The Schedule TO, amends and supplements (1) the Reporting Persons' Tender Offer Statement on Schedule TO filed on September 4, 2002 (the "Initial Schedule TO") and (2) the Reporting Persons' Statement on Schedule 13D, as amended and relates to the offer by Unocal to exchange 0.6527 of a share of Unocal common stock (including the associated preferred stock purchase rights) for each outstanding share of Pure Resources, Inc. common stock, on the terms and conditions contained in Unocal's prospectus, dated September 4, 2002, as amended, and in the related letter of transmittal, copies of which are incorporated by reference to Exhibit (a)(1) hereof and Exhibit (a)(2) to the Initial Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

ITEMS 1 TO 11.

The information set forth in the Offer is incorporated herein by reference with respect to Items 1-11 of this Schedule TO.

ITEM 12. EXHIBITS

- (a)(1) Prospectus dated September 4, 2002 (incorporated by reference from Unocal's Registration Statement on Form S-4 filed with the SEC on September 4, 2002, as amended by Amendment No. 1 to the Registration Statement on Form S-4 filed with the SEC on September 5, 2002, and as amended by Amendment No. 2 to the Registration Statement on Form S-4 filed with the SEC on September 20, 2002 (as amended, the "Form S-4")).

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

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Not applicable

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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 statement is true, complete and correct.

UNION OIL COMPANY OF CALIFORNIA

By /s/ DOUGLAS M. MILLER

Name: Douglas M. Miller

Title: Vice President, Corporate
Development

UNOCAL CORPORATION

By /s/ DOUGLAS M. MILLER

Name: Douglas M. Miller

Title: Vice President, Corporate
Development

Dated: September 20, 2002

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EXHIBIT INDEX

- (a) (1) Prospectus dated September 4, 2002 (incorporated by reference from Unocal Corporation's Registration Statement on Form S-4 filed with the SEC on September 4, 2002, as amended by Amendment No. 1 to the Registration Statement on Form S-4 filed with the SEC on September 5, 2002, and as amended by Amendment No. 2 to the Registration Statement on Form S-4 filed with the SEC on September 20, 2002 (the "Form S-4")).