

PURE RESOURCES INC  
Form SC TO-T/A  
October 03, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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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. 5)

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  
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\$553,110,833

\$49,046  
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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) 22.45 the average of the high and low sales prices of Pure Resources, Inc.'s common stock and (ii) 23,746,585, 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.  
Form or Registration No.: Form S-4.

Filing Party: Unocal Corporation  
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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Page 2 of 6 Pages  
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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  
            ( )  
            ( )  
-----

3           SEC USE ONLY  
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SOURCE OF FUNDS

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4

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|              |  |    |                          |
|--------------|--|----|--------------------------|
|              |  | 7  | SOLE VOTING POWER        |
| NUMBER OF    |  |    | -0-                      |
| SHARES       |  |    |                          |
| BENEFICIALLY |  | 8  | SHARED VOTING POWER      |
| OWNED BY     |  |    | 35,890,333(1)            |
| EACH         |  |    |                          |
| REPORTING    |  | 9  | SOLE DISPOSITIVE POWER   |
| PERSON       |  |    | 32,709,067               |
| WITH         |  |    |                          |
|              |  | 10 | SHARED DISPOSITIVE POWER |
|              |  |    | -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

CUSIP No. 74622E 10 2

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|                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|---|-------------------|-------------------------------------------------------------------|--|-----|--|---|---------------------|--|--|---------------|--|---|------------------------|--|--|------------|--|----|--------------------------|--|--|-----|
| 1                                                                 | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Union Oil Company of California<br>95-1315450                                                                                                                                                                                                                                                                                                                                                                                                                           |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
| 2                                                                 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
| 3                                                                 | SEC USE ONLY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
| 4                                                                 | SOURCE OF FUNDS<br>00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
| 5                                                                 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) or 2(e)                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
| 6                                                                 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>California                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
|                                                                   | <table border="1"> <tr> <td></td> <td>7</td> <td>SOLE VOTING POWER</td> </tr> <tr> <td>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</td> <td></td> <td>-0-</td> </tr> <tr> <td></td> <td>8</td> <td>SHARED VOTING POWER</td> </tr> <tr> <td></td> <td></td> <td>35,890,333(2)</td> </tr> <tr> <td></td> <td>9</td> <td>SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td></td> <td>32,709,067</td> </tr> <tr> <td></td> <td>10</td> <td>SHARED DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td></td> <td>-0-</td> </tr> </table> |                          | 7 | SOLE VOTING POWER | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |  | -0- |  | 8 | SHARED VOTING POWER |  |  | 35,890,333(2) |  | 9 | SOLE DISPOSITIVE POWER |  |  | 32,709,067 |  | 10 | SHARED DISPOSITIVE POWER |  |  | -0- |
|                                                                   | 7                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | SOLE VOTING POWER        |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | -0-                      |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
|                                                                   | 8                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | SHARED VOTING POWER      |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
|                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 35,890,333(2)            |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
|                                                                   | 9                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | SOLE DISPOSITIVE POWER   |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
|                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 32,709,067               |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
|                                                                   | 10                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | SHARED DISPOSITIVE POWER |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
|                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | -0-                      |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
| 11                                                                | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>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)<br>71.3%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |
| 14                                                                | TYPE OF REPORTING PERSON<br>CO                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                          |   |                   |                                                                   |  |     |  |   |                     |  |  |               |  |   |                        |  |  |            |  |    |                          |  |  |     |

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- (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. 5 to the Tender Offer Statement on Schedule TO and combined Amendment No. 7 to the joint Statement on Schedule 13D (together with the Initial Schedule TO (as defined below), as previously amended 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) 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 October 2, 2002 (incorporated by reference from Unocal's Registration Statement on Form S-4 filed with the SEC on September 4, 2002 (as amended, the "Form S-4")).
- (a)(2) Letter of Transmittal (incorporated by reference to Exhibit 99.1 to the Form S-4).
- (a)(15) In Re Pure Resources, Inc. (Del. Ch. October 1, 2002) (incorporated by reference to Exhibit 99.13 to the Form S-4).

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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

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Development

UNOCAL CORPORATION

By /s/ DOUGLAS M. MILLER

-----  
Name: Douglas M. Miller  
Title: Vice President, Corporate  
Development

Dated: October 3, 2002

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EXHIBIT INDEX

- (a) (1) Prospectus dated October 2, 2002 (incorporated by reference from Unocal Corporation's Registration Statement on Form S-4 filed with the SEC on September 4, 2002 (as amended, the "Form S-4")).
- (a) (2) Letter of Transmittal (incorporated by reference to Exhibit 99.1 to the Form S-4).
- (a) (15) In Re Pure Resources, Inc. (Del. Ch. October 1, 2002) (incorporated by reference to Exhibit 99.13 to the Form S-4).

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