

Advent Claymore Convertible Securities & Income Fund II
Form SC TO-I
November 09, 2012

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
Tender Offer Statement Under Section 14(D)(1) or 13(E)(1) of the
Securities Exchange Act of 1934

Advent Claymore Convertible Securities and Income Fund II
(Name of Subject Company (Issuer))

Advent Claymore Convertible Securities and Income Fund II
(Name of Filing Person (Issuer))

PREFERRED SHARES OF BENEFICIAL INTEREST, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

007639-305 (Series T7)
007639-206 (Series W7)
(CUSIP Numbers of Class of Securities)

Tracy V. Maitland
President and Chief Executive Officer
Advent Claymore Convertible Securities and Income Fund II
1271 Avenue of the Americas, 45th floor
New York, New York 10020
Telephone: (212) 482-1600
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

Philip H. Harris
Skadden, Arps Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000

Calculation of Filing Fee

| Transaction Valuation | Amount of Filing Fee |
|-----------------------|----------------------|
| \$168,300,000(a) | \$22,956.12(b) |

(a) Calculated as the aggregate maximum purchase price to be paid for the 6,800 shares in the offer, based upon a price of 99% of the liquidation preference of \$25,000 per share (or \$24,750 per share).

(b) Calculated at \$136.40 per \$1,000,000 of the Transaction Valuation.

☐ 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: Not Applicable Filing Party: Not Applicable
Form or Registration No.: 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 statement relates:

☐ 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. ☐

Items 1 through 9 and Item 11.

This Tender Offer Statement on Schedule TO is filed by Advent Claymore Convertible Securities and Income Fund II, a Delaware statutory trust (the "Fund"). This Schedule TO relates to the Fund's offer to purchase for cash up to 100% of its outstanding shares of preferred shares of beneficial interest, par value \$0.001 per share and a liquidation preference of \$25,000 per share, designated Auction Market Preferred Shares, Series T7 and Auction Market Preferred Shares, Series W7 (collectively, the "Preferred Shares") (the "Offer"), upon the terms and subject to the conditions set forth in the Fund's Offer to Purchase dated November 9, 2012 and the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(i) and (a)(1)(ii), respectively. The price to be paid for the Preferred Shares is an amount per share, net to the seller in cash, equal to 99% of the liquidation preference of \$25,000 per share (or \$24,750 per share), plus any unpaid dividends accrued through December 12, 2012, or such later date to which the Offer is extended. 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 through 9 and Item 11 of this Schedule TO.

Item 12. Exhibits.

| Exhibit No. | Document |
|-------------|---|
| (a)(1)(i) | Offer to Purchase dated November 9, 2012. |
| (a)(1)(ii) | Letter of Transmittal. |
| (a)(1)(iii) | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(iv) | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(v) | Notice of Withdrawal. |
| (a)(2) | None. |
| (a)(3) | Not Applicable. |
| (a)(4) | Not Applicable. |
| (a)(5) | Press Release issued by the Fund dated November 9, 2012. |
| (b)(1) | Margin Loan Agreement between the Fund and Merrill Lynch Professional Clearing Corp. |
| (b)(2) | Customer Account Agreement between the Fund and Merrill Lynch Professional Clearing Corp. |
| (b)(3) | Account Control Agreement among the Fund, Merrill Lynch Professional Clearing Corp. and The Bank of New York Mellon |
| (d) | None. |
| (g) | None. |
| (h) | None. |

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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.

Advent Claymore Convertible Securities & Income Fund II

By: /s/ Tracy V. Maitland
Name: Tracy V. Maitland
Title: President and Chief Executive
Officer

Dated as of: November 9, 2012

Exhibit Index

| Exhibit No. | Document |
|-------------|--|
| (a)(1)(i) | Offer to Purchase dated November 9, 2012. |
| (a)(1)(ii) | Letter of Transmittal. |
| (a)(1)(iii) | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(iv) | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(v) | Notice of Withdrawal. |
| (a)(5) | Press Release issued by the Fund dated November 9, 2012. |
| (b)(1) | Margin Loan Agreement between the Fund and Merrill Lynch Professional Clearing Corp. |
| (b)(2) | Customer Account Agreement between the Fund and Merrill Lynch Professional Clearing Corp. |
| (b)(3) | Account Control Agreement among the Fund, Merrill Lynch Professional Clearing Corp. and The Bank of New York Mellon. |