

SHERIDAN ENERGY INC

Filed by
CALPINE CORP

FORM SC 14D1/A (Statement of Ownership: Tender Offer)

Filed 09/08/99

Address	1000 LOUISIANA STE 800 HOUSTON, TX 77002
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SIC Code	4911 - Electric Services
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

SHERIDAN ENERGY INC

FORM SC 14D1/A
(Statement of Ownership: Tender Offer)

Filed 9/8/1999

Address	1000 LOUISIANA STE 800 HOUSTON, Texas 77002
Telephone	713-651-7899
CIK	0001018355
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

**AMENDMENT NO. 1 TO
SCHEDULE 14D-1
TENDER OFFER STATEMENT PURSUANT TO SECTION**

14(d)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

SHERIDAN ENERGY, INC.

(Name of Subject Company)

**CPN SHERIDAN, INC.
CALPINE CORPORATION**

(Bidder)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

823764 10 5

(CUSIP Number of Class of Securities)

**ANN B. CURTIS
CPN SHERIDAN, INC.
C/O CALPINE CORPORATION
50 WEST SAN FERNANDO STREET
SAN JOSE, CA 95113
TELEPHONE: (408) 995-5115**

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

**COPIES TO:
WILLIAM R. COLLINS, ESQ.
HOWARD, SMITH & LEVIN LLP
1330 AVENUE OF THE AMERICAS
NEW YORK, NY 10019
TELEPHONE: (212) 841-1000**

AUGUST 31, 1999

(Date Tender Offer First Published,
Sent or Given to Security Holders)

Calpine Corporation ("Calpine") and its wholly owned subsidiary, CPN Sheridan, Inc., hereby amend and supplement their Tender Offer Statement on Schedule 14D-1, originally filed on August 31, 1999 (the "Statement"), with respect to an offer to purchase all outstanding shares of Common Stock, par value \$.01 per share, of Sheridan Energy, Inc. as set forth in the Statement. Capitalized terms not defined in this Amendment have the meanings assigned to them in the Statement.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(10) Text of letter sent by Calpine and CPN Sheridan, Inc. to holders of TGX Corporation Series A Preferred Stock Certificates on September 2, 1999.

SIGNATURE

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

Dated: September 8, 1999

CPN SHERIDAN, INC.

By:/s/ Ann B. Curtis

Name: Ann B. Curtis
Title: Vice President, Chief Financial Officer
and Secretary

CALPINE CORPORATION

By:/s/ Ann B. Curtis

Name: Ann B. Curtis
Title: Executive Vice President

EXHIBIT INDEX

Exhibit Number -----	Exhibit Name -----
(a)(10)	Text of letter sent by Calpine and CPN Sheridan, Inc. to holders of TGX Corporation Series A Preferred Stock Certificates on September 2, 1999

Exhibit (a)(10)

To the Holders of TGX Corporation Series A Senior Preferred Stock Certificates:

The records of the Transfer Agent of Sheridan Energy, Inc. (the "Company") indicate that you have not previously exchanged your TGX Corporation ("TGX") Series A Senior Preferred Stock (the "TGX Preferred Stock") certificate(s) for certificates representing shares of common stock of the Company (the "Common Stock"), in accordance with the June 12, 1997 merger between TGX and the Company (the "TGX Merger"). Pursuant to the TGX Merger, shares of TGX Preferred Stock were exchanged for shares of Common Stock of the Company at a ratio of 2 for 1.

Enclosed you will find documents relating to the Calpine Corporation ("Calpine") offer to purchase for cash all shares of Common Stock of the Company at a purchase price of \$5.50 per share, net to the seller in cash (the "Offer"). The Offer is being made pursuant to the Agreement and Plan of Merger among the Company, Calpine and CPN Sheridan, Inc. "CPN", dated as of August 25, 1999, which is described in the enclosed materials.

You may participate in this Offer by tendering your TGX Preferred Stock certificate(s) and completing the Letter of Transmittal along with any other required documents specified in the enclosed materials.

Please note that share amounts represented on the TGX Preferred Stock certificates will be converted by the Depositary, American Stock Transfer & Trust Company, at the TGX Merger exchange ratio of 2 for 1, to determine the cash purchase price to be received by a validly tendering holder of TGX Preferred Stock certificates. For example, if you hold a TGX Preferred Stock certificate for 100 shares, the Depositary will convert that to 50 shares of Common Stock of the Company, entitling you to receive \$275.00 in cash from CPN based on the \$5.50 net per share Offer from CPN.

The Offer is fully explained in the enclosed materials. Should you have any questions, however, you may call D.F. King & Co., Inc. who is acting as information agent for the Offer at (800) 848-3094 (Toll Free) or (212) 269-5550 (Call Collect).

End of Filing

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