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TRITON ENERGY LTD
Form SC TO-T/A
August 14, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 3)
Tender Offer Statement
Under Section 14(d) (1) or 13(e) (1) of the Securities Exchange Act of 1934

Triton Energy Limited
(Name of Subject Company)

Amerada Hess Corporation
Amerada Hess (Cayman) Limited
(Names of Filing Persons)

Ordinary Shares, Par Value \$0.01 Per Share
(Title of Class of Securities)

G90751101: Ordinary Shares

(CUSIP Number of Class of Securities)

J. Barclay Collins II, Esq.
Executive Vice President and General Counsel
Amerada Hess Corporation
1185 Avenue of the Americas
New York, New York 10036
(212) 997-8500

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

Copies to:
Timothy B. Goodell, Esq.
Gregory Pryor, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, New York 10036
(212) 819-8200

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee |
|------------------------|----------------------|
| \$ 2,891,688,585 | \$ 578,337.78 |

* Based on the product of (i) \$45.00 per ordinary share and (ii) 64,259,753, the estimated maximum number of Triton Energy Limited ordinary shares to be received by the Offeror in the Offer.

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: \$578,337.78
Form or Registration No: 005-49539
Filing Parties: Amerada Hess Corporation and Amerada Hess (Cayman) Limited
Date Filed: July 17, 2001

Check the box if the filing relates solely to preliminary communications

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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:

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This Amendment No. 3 to Tender Offer Statement on Schedule TO ("Amendment No. 3") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 17, 2001 ("Schedule TO"), as amended by Amendment No. 1 filed July 30, 2001 and Amendment No. 2 filed August 3, 2001, by Amerada Hess (Cayman) Limited ("Purchaser"), a company limited by shares organized under the laws of the Cayman Islands and a wholly-owned subsidiary of Amerada Hess Corporation ("Amerada Hess"), a Delaware corporation, relating to the offer to purchase all unconditionally allotted or issued and fully paid ordinary shares, par value \$0.01 per share, of Triton Energy Limited ("Triton") and any further ordinary shares which are unconditionally allotted or issued and fully paid before the date and time on which the Offer (as defined below) expires (including the associated Series A junior participating preferred share purchase rights issued pursuant to the Rights Agreement, dated as of March 25, 1996, by and between Triton and Mellon Investor Services LLC, as amended) (the "Ordinary Shares"), at a price of U.S. \$45.00 per Ordinary Share, on the terms and subject to the conditions set forth in the Offer to Purchase, dated July 17, 2001 (the "Offer to Purchase"), a copy of which is attached as Exhibit (a)(1) to the Schedule TO, and in the related Letter of Transmittal, a copy of which is attached as Exhibit (a)(2) to the Schedule TO (which, as they may be amended and supplemented from time to time, together constitute the "Offer"). This Amendment No. 3 is being filed on behalf of Purchaser and Amerada Hess.

Item 11. Additional Information

Items 4, 8 and 11 of the Schedule TO are hereby amended and supplemented to include the following information:

"The Offer expired at 12:00 midnight, New York City time, on Monday, August 13, 2001. Based on reports from the Depository, as of the Expiration Date, a total of 63,751,116 Ordinary Shares (including 22,899,985 Ordinary Shares subject to guarantees of delivery), representing approximately 99.6% of the outstanding Ordinary Shares, have been validly tendered and not withdrawn pursuant to the Offer. The Purchaser has accepted for payment all Ordinary Shares validly tendered pursuant to the Offer."

Item 12. Exhibits.

| Exhibit No. | Description |
|----------------|-----------------------------------|
| ----- | ----- |
| Exhibit (a)(1) | Offer to Purchase.(1) |
| Exhibit (a)(2) | Letter of Transmittal.(1) |
| Exhibit (a)(3) | Notice of Guaranteed Delivery.(1) |

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Exhibit (a) (4) Guidelines for Substitute Form W-9.(1)

(1) Previously filed.

Exhibit (a) (5) Form of letter to brokers, dealers, commercial banks, trust companies and other nominees.(1)

Exhibit (a) (6) Form of letter to be used by brokers, dealers, commercial banks, trust companies and other nominees to their clients.(1)

Exhibit (a) (7) Press Release issued by the Purchaser dated July 10, 2001 announcing the tender offer.(2)

Exhibit (a) (8) Summary newspaper advertisement, dated July 17, 2001, published in The Wall Street Journal.(1)

Exhibit (a) (9) Press Release issued by the Purchaser dated August 14, 2001 announcing expiration of the tender offer.(3)

Exhibit (b) (1) Third Amended and Restated Credit Agreement dated as of January 23, 2001 among Amerada Hess Corporation, the lenders party thereto and Goldman Sachs Credit Partners L.P. as joint book runner, joint lead arranger and sole syndication agent, Chase Securities, Inc. as joint book runner and joint lead arranger and The Chase Manhattan Bank, N.A., as administrative agent ("Facility A").(4)

Exhibit (b) (2) Third Amended and Restated Credit Agreement dated as of January 23, 2001 among Amerada Hess Corporation, the Lenders Party thereto and Goldman Sachs Credit Partners L.P. as joint book runner, joint lead arranger and sole syndication agent, Chase Securities, Inc. as joint book runner and joint lead arranger and The Chase Manhattan Bank, N.A., as administrative agent ("Facility B").(5)

Exhibit (b) (3) Credit Agreement dated as of July 30, 2001 between Amerada Hess Corporation and Citibank, N.A.(1)

Exhibit (d) (1) Acquisition Agreement dated as of July 9, 2001 among Amerada Hess Corporation, Amerada Hess (Cayman) Limited and Triton Energy Limited.(1)

(2) Incorporated by reference to Exhibit 99.1 to the Form 8-K/A filed on July 10, 2001 by Amerada Hess Corporation.

(3) Filed herewith.

(4) Incorporated by reference to Exhibit 4(4) to the Form 10-K filed by Amerada Hess Corporation on March 28, 2001, Commission File No. 333-50358.

(5) Incorporated by reference to Exhibit 4(5) to the Form 10-K filed by Amerada Hess Corporation on March 28, 2001, Commission File No. 333-50358.

Exhibit (d) (2) Principal Shareholders Agreement dated as of July 9, 2001

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among Amerada Hess Corporation, Amerada Hess (Cayman) Limited, Triton Energy Limited, HM4 Triton, L.P. and the other shareholders of Triton Energy Limited listed on Annex A thereto.(1)

Exhibit (d) (3) Confidentiality Agreement dated as of June 4, 2001 between Amerada Hess Corporation and Triton Energy Limited.(1)

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.

Dated: August 14, 2001

AMERADA HESS CORPORATION

By: /s/ J. Barclay Collins II

Name: J. Barclay Collins II
Title: Executive Vice President and
General Counsel

AMERADA HESS (CAYMAN) LIMITED

By: /s/ J. Barclay Collins II

Name: J. Barclay Collins II
Title: Executive Vice President and
General Counsel

| Exhibit No. ----- | Description ----- |
|----------------------|--|
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| Exhibit (a) (2) | Letter of Transmittal.(1) |
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- (1) Previously filed.
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- (3) Filed herewith.
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