

AAR CORP  
Form SC TO-I/A  
May 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

(Amendment No. 2)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

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**AAR CORP.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Common Stock, \$1.00 par value**

(Title of Class of Securities)

**000361105**

(CUSIP Number of Class of Securities)

**AAR CORP.**

**Attn: Corporate Secretary**

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1100 North Wood Dale Road

Wood Dale, IL 60191

(630) 227-2075

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Robert J. Minkus, Esq.

Schiff Hardin LLP

233 South Wacker Drive, Suite 6600

Chicago, IL 60606

(312) 258-5584

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CALCULATION OF FILING FEE

Transaction valuation(1)  
\$135,000,000

Amount of filing fee(2)  
\$15,687

(1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$135,000,000 in aggregate of up to 4,655,172 shares of common stock, par value \$1.00 per share, at the minimum tender offer price of \$29.00 per share.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$116.20 per \$1,000,000 of the value of the transaction.

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: \$15,687  
Form or Registration No.: SC TO-I

Filing Party: AAR CORP.  
Date Filed: April 27, 2015

o Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

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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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third Party Tender Offer).
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This Amendment No. 2 (this Amendment No. 2 ) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the Commission ) on April 27, 2015, as amended by Amendment No. 1 filed with the Commission on May 7, 2015 (such statement, as so amended and as further amended by this Amendment No. 2, the Schedule TO ), which relates to the offer by AAR CORP., a Delaware corporation ( AAR or the Company ), to purchase for cash up to \$135 million in value of shares of its common stock, par value \$1.00 per share (the Shares ), at a price of not less than \$29.00 nor greater than \$32.00 per Share upon the terms and subject to the conditions described in the Offer to Purchase, dated April 27, 2015 (the Offer to Purchase ), a copy of which was previously filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal (the Letter of Transmittal, and together with the Offer to Purchase, as they may be amended or supplemented from time to time, the Tender Offer ), a copy of which was previously filed as Exhibit (a)(1)(B) to the Schedule TO.

The information set forth in the Offer to Purchase, as previously amended and supplemented, which was previously filed with the Schedule TO, is hereby expressly incorporated herein by reference, except that such information is hereby further amended and supplemented to the extent expressly provided for herein.

Items 1 and 4 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase, as previously amended and supplemented, are hereby further amended and supplemented as follows:

**Item 1. Summary Term Sheet.**

The first bullet point listed on page x of the Summary Term Sheet of the Offer to Purchase is hereby amended and restated to read as follows:

- any approval, permit, authorization, favorable review or consent or waiver of or filing with any domestic or foreign governmental entity or other authority or any third party consent or notice, required to be obtained or made in connection with the Offer, shall not have been obtained or made, despite our reasonable efforts;

**Item 4. Terms of the Transaction.**

The third to last bullet point of Section 7 Conditions of the Offer on page 18 of the Offer to Purchase is hereby amended and restated to read as follows:

- any approval, permit, authorization, favorable review or consent or waiver of or filing with any domestic or foreign governmental entity or other authority or any third party consent or notice, required to be obtained or made in connection with the Offer, shall not have been obtained or made, despite our reasonable efforts;

**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.

Date: May 12, 2015

**AAR CORP.**

By: /s/ ROBERT J. REGAN  
Name: Robert J. Regan  
Title: Vice President, General Counsel and Secretary