

ACR GROUP INC  
Form SC TO-C  
July 05, 2007

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

**ACR GROUP, INC.**

*(Name of subject company (Issuer))*

**WATSCO, INC.**

**COCONUT GROVE HOLDINGS, INC.**

*(Names of Filing Persons (Offerors))*

**Common Stock, \$0.01 par value per share**  
*(Title of classes of securities)*

**00087B 10 1**  
*(CUSIP number of common stock)*

**Barry S. Logan**

**Senior Vice President and Secretary**

**Watsco, Inc.**

**2665 South Bayshore Drive, Suite 901**

**Coconut Grove, Florida 33133**

**Telephone: (305) 714-4100**

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

*Copies to:*

**Stephen D. Hope, Esq.**

**Thomas H. O. Donnell, Jr., Esq.**

**Moore & Van Allen, PLLC**

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100 N. Tryon Street, Suite 4700

Charlotte, North Carolina 28202

Telephone: (704) 331-1000

**CALCULATION OF FILING FEE**

**Transaction Valuation**  
Not Applicable\*

**Amount of Filing Fee**  
Not Applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender 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: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

x Check the box if the filing relates solely to preliminary communications made before the commencement of the 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

\*\* 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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On July 5, 2007, Watsco, Inc. and ACR Group, Inc. issued the following press release:

**NEWS RELEASE**

*Barry S. Logan  
Watsco, Inc.  
2665 S. Bayshore Drive - Suite 901  
Miami, Florida 33133  
(305) 714-4102  
e-mail: [blogan@watsco.com](mailto:blogan@watsco.com)  
For Immediate Release:*

*Anthony Maresca  
ACR Group, Inc.  
3200 Wilcrest Drive, Suite 440  
Houston, Texas 77042  
(713) 780-8532  
[amaresca@acrgroup.com](mailto:amaresca@acrgroup.com)*

Watsco to Acquire ACR Group, Inc.

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**ACR to Add 54 Locations in Watsco Network in Key HVAC Markets**

COCONUT GROVE, FLORIDA, July 5, 2007 Watsco, Inc. (NYSE:WSO) and ACR Group, Inc. (AMEX:BRR) today announced that they have executed a definitive merger agreement under which Watsco will seek to acquire ACR's outstanding common stock in a cash tender offer of \$6.75 per share.

With annual sales of \$240 million in its most recent fiscal year, ACR is one of the nation's largest distributors of air conditioning and heating products. Founded in 1990, ACR is based in Houston, Texas and operates from 54 locations serving over 12,000 air conditioning and heating contractors throughout Florida, Texas, California, Georgia, Tennessee, Arizona, Colorado, Louisiana, Nevada and New Mexico. ACR has 503 employees and distributes a full line of air conditioning and heating equipment and related parts and supplies consisting of approximately 20,000 SKUs. ACR ranked #7 in *Supply House Times* magazine's 2007 list of the top 50 HVAC distributors in the United States. Additional information about ACR may be found on the Internet at [www.acrgroup.com](http://www.acrgroup.com). ACR trades on the American Stock Exchange under the symbol BRR.

Albert Nahmad, Watsco's President and CEO, commented, "We are very pleased to welcome ACR's employees to the Watsco family. We recognize that ACR's success over the years is based on the strong relationships this organization has built with HVAC contractors who want the very best service and a broad range of products available at convenient locations. ACR will operate as a subsidiary of Watsco under its present name and superb management team and Watsco will provide resources where needed to assist with ACR's growth plans.

Alex Trevino, Jr., ACR's Chairman and CEO, stated, "Watsco is the recognized leader in the HVAC distribution industry. Al Nahmad has done a phenomenal job building Watsco to its present size, and we are pleased to add ACR to the stable of fine companies that comprise the Watsco family. Watsco's culture of allowing its business units to operate relatively autonomously while providing support as needed to foster growth is synonymous with the business model that we developed at ACR. With the resources of Watsco supporting us, our employees should continue to thrive and sustain the dynamic growth rate that has characterized our company in recent years.

Watsco has agreed in the merger agreement to commence a tender offer for ACR's outstanding common stock as soon as practicable at a price of \$6.75 per share, a 42% premium to the ninety-day average closing price. ACR's board of directors has unanimously recommended that ACR's shareholders tender their shares in the offer. Executive officers of ACR and their affiliates have agreed to support this transaction and to sell shares representing approximately 26% of ACR's outstanding shares to Watsco for \$6.75 per share. The completion of the tender is conditioned upon the number of tendered ACR shares and the shares purchased under the officers' support agreements being at least 66 2/3% of the outstanding ACR's outstanding shares, as well as regulatory approvals and other customary closing requirements. Watsco reasonably believes it will obtain the necessary financing for the transaction and expects to close the merger transaction in August 2007. Houlihan Lokey Howard & Zukin is acting as financial advisor to ACR and has rendered a fairness opinion to its Board of Directors with respect to the tender offer and merger.

Watsco is the largest independent distributor of air conditioning, heating and refrigeration equipment and related parts and supplies in the HVAC industry, currently operating 385 locations serving over 40,000 customers in 32 states. Watsco's goal is to build a national network of locations that provide the finest service and product availability for HVAC contractors, assisting and supporting them as they serve the country's homeowners and businesses. Additional information about Watsco may be found on the Internet at <http://www.watsco.com>

### **Important Information**

*The tender offer described in this press release has not yet commenced. This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of ACR's common stock will only be made pursuant to an offer to purchase and related materials that Watsco intends to file with the Securities and Exchange Commission when the tender offer is commenced. ACR will file a solicitation/recommendation statement with respect to the offer. ACR shareholders should read all such materials carefully when they become available before making any decisions with respect to the offer because they will contain important information, including the terms and conditions of the offer. When the offer is commenced, the materials will be available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or from Watsco at 2665 S. Bayshore Drive, Suite 901, Miami, FL 33133 or by emailing your request to [blogan@watsco.com](mailto:blogan@watsco.com).*

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This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from these expectations due to changes in economic, business, competitive market, regulatory and other factors, including, without limitation, the effects of supplier concentration, competitive conditions within Watsco's and ACR's industry, the seasonal nature of sales of Watsco's and ACR's products and other risks. Forward-looking statements speak only as of the date the statement was made. Neither Watsco nor ACR assumes any obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. Detailed information about these factors and additional important factors can be found in the documents that Watsco and ACR file from time to time with the Securities & Exchange Commission, such as Form 10-K, Form 10-Q and Form 8-K.