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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 offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transactions 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: []

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed by KKTU Holding Company, L.L.C., a Delaware limited liability company ("Purchaser"), and Kohlberg & Co., L.L.C., a Delaware limited liability company ("Kohlberg & Co."), on April 25, 2001, as amended by Amendment No. 1 to the Schedule TO filed on April 26, 2001 (as amended, the "Schedule TO"). The Schedule TO relates to the offer by Purchaser to purchase up to 2,500,000, but not less than 2,000,000, outstanding shares of Common Stock, \$1.00 par value per share (the "Shares"), of Katy Industries, Inc., a Delaware corporation (the "Company"), including the associated common stock purchase rights, at a purchase price of \$8.00 per Share, net to the seller in cash and without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 25, 2001 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which were filed as Exhibit (a) (1) (A) and Exhibit (a) (1) (B), respectively, to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

ITEMS 1-11.

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by incorporating by reference therein the press release issued by the Company on May 8, 2001, a copy of which is filed herewith as Exhibit (a) (1) (I) to the Schedule TO.

ITEM 12.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

- (a) (1) (I) -- Press Release issued by the Company on May 8, 2001.

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Signature

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

Dated: May 9, 2001

KKTU HOLDING COMPANY, L.L.C.

/s/ Christopher Lacovara
By: _____
Christopher Lacovara
Authorized Manager

Dated: May 9, 2001

KOHLBERG & CO., L.L.C.

/s/ James A. Kohlberg
By: _____

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James A. Kohlberg
Managing Member

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EXHIBIT INDEX

(a) (1) (I) -- Press Release issued by the Company on May 8, 2001.