

CASEYS GENERAL STORES INC
Form DFAN14A
June 02, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN
PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Casey s General Stores, Inc.

(Name of Registrant as Specified in its Charter)

Alimentation Couche-Tard Inc.

ACT Acquisition Sub, Inc.

(Name of Persons Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Edgar Filing: CASEYS GENERAL STORES INC - Form DFAN14A

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On June 2, 2010, Alimentation Couche-Tard Inc. issued the following press release:

PRESS RELEASE

ALIMENTATION COUCHE-TARD COMMENCES CASH TENDER OFFER FOR

CASEY S GENERAL STORES AT \$36.00 PER SHARE

Couche-Tard Intends to Nominate Full Slate of Independent Directors at the

Annual Shareholder Meeting of Casey s

ATD.A, ATD.B / TSX

Laval, Québec June 2, 2010 Alimentation Couche-Tard Inc. (Couche-Tard) today announced that it commenced a tender offer, through an indirect wholly owned subsidiary, to acquire all of the outstanding shares of common stock of Casey s General Stores, Inc. (Casey s) (NASDAQ: CASY) for \$36.00 per share in cash. Couche-Tard s all-cash offer represents a 14% premium over the closing price of \$31.59 per share of Casey s on April 8, 2010, the last trading day prior to the public disclosure of Couche-Tard s proposal, a 17% premium over the 90-calendar day average closing share price of Casey s as of April 8, 2010, and a 24% premium over the one-year average closing share price of Casey s as of April 8, 2010. The offer also implies a last twelve months (as of January 31, 2010) EBITDA multiple of 7.4x and a price of \$1.3 million per store, which compares favorably to corresponding metrics of publicly-traded companies and precedent transactions in the convenience store industry. The transaction has a total enterprise value of approximately \$1.9 billion on a fully diluted basis, including net debt of Casey s of approximately \$29 million.

The tender offer is scheduled to expire at 12:00, midnight, New York City time, on Friday, July 9, 2010, unless extended.

We continue to believe that a combination of Casey s and Couche-Tard is compelling and would deliver superior value to our respective shareholders, employees, business partners and other constituencies, said Alain Bouchard, President and Chief Executive Officer of Couche-Tard. It remains our strong preference to enter into a negotiated transaction with Casey s and it is unfortunate that the Casey s Board has rejected our \$36.00 per share all-cash offer without any discussion or negotiation. We are committed to making this combination a reality and, to that end, are taking our offer directly to the shareholders of Casey s. We are confident that the shareholders of Casey s will recognize the seriousness of our interest and send a strong message to the Casey s Board that they should sit down with us immediately to negotiate a mutually acceptable transaction.

Unless the Board of Directors of Casey s is willing to negotiate and enter into a merger agreement with Couche-Tard, Couche-Tard intends to, among other things, nominate, and solicit proxies for the election of, a slate of nine independent directors for election to the Board of Directors of Casey s at the 2010 annual meeting of shareholders of Casey s. Couche-Tard intends to provide formal notice to Casey s today or shortly thereafter of its plan to make such nomination.

The tender offer documents, including the Offer to Purchase and the Letter of Transmittal, will be filed today with the Securities and Exchange Commission (SEC). The shareholders of Casey s may obtain copies of the tender offer documents at www.sec.gov. Free copies of such documents can also be obtained by calling Innisfree M&A Incorporated, toll-free at (877) 717-3930.

Credit Suisse Securities (USA) LLC is acting as financial advisor to Couche-Tard and dealer manager for Couche-Tard s offer and Dewey & LeBoeuf LLP is acting as legal counsel. Innisfree M&A Incorporated is acting as information agent for Couche-Tard s offer.

About Alimentation Couche-Tard Inc.

Alimentation Couche-Tard Inc. is the leader in the Canadian convenience store industry. In North America, Couche-Tard is the largest independent convenience store operator (whether integrated with a petroleum company or not) in terms of number of company-operated stores. Couche-Tard operates a network of 5,883 convenience stores, 4,142 of which include motor fuel dispensing, located in 11 large geographic markets, including eight in the United States covering 43 states and the District of Columbia, and three in Canada covering all ten provinces. More than 53,000 people are employed throughout Couche-Tard's retail convenience network and service centers. For more information, please visit: <http://www.couchetard.com>.

Forward-looking Statements

The statements set forth in this communication, which describes Couche-Tard's objectives, projections, estimates, expectations or forecasts, may constitute forward-looking statements within the meaning of securities legislation. Positive or negative verbs such as "plan", "evaluate", "estimate", "believe" and other related expressions are used to identify such statements. Couche-Tard would like to point out that, by their very nature, forward-looking statements involve risks and uncertainties such that its results, or the measures it adopts, could differ materially from those indicated or underlying these statements, or could have an impact on the degree of realization of a particular projection. Major factors that may lead to a material difference between Couche-Tard's actual results and the projections or expectations set forth in the forward-looking statements include the possibility that Couche-Tard will not be able to complete the tender offer as expected; Couche-Tard's ability to achieve the synergies and value creation contemplated by the proposed transaction; Couche-Tard's ability to promptly and effectively integrate the businesses of Casey's; expected trends and projections with respect to particular products, services, reportable segment and income and expense line items; the adequacy of Couche-Tard's liquidity and capital resources and expectations regarding Couche-Tard's financial condition and liquidity as well as future cash flows and earnings; anticipated capital expenditures; the successful execution of growth strategies and the anticipated growth and expansion of Couche-Tard's business; Couche-Tard's intent, beliefs or current expectations, primarily with respect to future operating performance; expectations regarding sales growth, gross margins, capital expenditures and effective tax rates; expectations regarding the outcome of various pending legal proceedings; seasonality and natural disasters; and such other risks as described in detail from time to time in the reports filed by Couche-Tard with securities authorities in Canada and the United States. Unless otherwise required by applicable securities laws, Couche-Tard disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking information in this communication is based on information available as of the date of the communication.

Important Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. The tender offer (the "Tender Offer") is being made pursuant to a tender offer statement on Schedule TO (including the Offer to Purchase, Letter of Transmittal and other related tender offer materials) that will be filed today by Alimentation Couche-Tard Inc. and ACT Acquisition Sub, Inc. ("ACT Acquisition Sub") with the SEC. **These materials, as they may be amended from time to time, contain important information, including the terms and conditions of the Tender Offer, that should be read carefully before any decision is made with respect to the Tender Offer.** Investors and security holders of Casey's will be able to obtain free copies of these documents and other documents filed with the SEC by Couche-Tard through the web site maintained by the SEC at <http://www.sec.gov> or by directing a request to the Corporate Secretary of Alimentation Couche-Tard Inc., 4204 Industriel Blvd., Laval, Québec, Canada H7L 0E3. Free copies of any such documents (when available) can also be obtained by directing a request to Couche-Tard's information agent, Innisfree M&A Incorporated, at (877) 717-3930.

In connection with the proposed transaction, Couche-Tard may file a proxy statement with the SEC. Any definitive proxy statement will be mailed to shareholders of Casey's. **Investors and security holders of Casey's**

are urged to read these and other documents filed with the SEC carefully in their entirety when they become available because they will contain important information. Investors and security holders of Casey's will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Couche-Tard through the web site maintained by the SEC at <http://www.sec.gov> or by directing a request to the Corporate Secretary of Alimentation Couche-Tard Inc., 4204 Industriel Blvd., Laval, Québec, Canada H7L 0E3. Free copies of any such documents (when available) can also be obtained by directing a request to Couche-Tard's information agent, Innisfree M&A Incorporated, at (877) 717-3930.

Certain Information Regarding Participants

Couche-Tard and ACT Acquisition Sub, its indirect wholly owned subsidiary, and certain of their respective directors and executive officers may be deemed to be participants in the proposed transaction under the rules of the SEC. As of the date of this press release, Couche-Tard is the beneficial owner of 362 shares of common stock of Casey's (which includes 100 shares of common stock of Casey's owned beneficially by ACT Acquisition Sub). Security holders may obtain information regarding the names, affiliations and interests of Couche-Tard's directors and executive officers in Couche-Tard's Annual Report on Form 40-F for the fiscal year ended April 26, 2009, which was filed with the SEC on July 24, 2009, and its proxy circular for the 2009 annual general meeting, which was furnished to the SEC on a Form 6-K on July 24, 2009. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will also be included in any proxy statement and other relevant materials to be filed with the SEC if and when they become available.

###

Contacts:

Raymond Paré
Vice-President and Chief Financial Officer
Tel: (450) 662-6632 ext. 4607
investor.relations@couche-tard.com

Joele Frank, Wilkinson Brimmer Katcher
Matthew Sherman / Eric Brielmann / Eric Bonach
Tel: (212) 355-4449

Innisfree M&A Incorporated
Alan Miller / Jennifer Shotwell / Scott Winter
Tel: (212) 750-5833

On June 2, 2010, Alimentation Couche-Tard Inc. gave the following investor presentation:

Alimentation Couche-Tard
Offer to Acquire Casey's General Stores
June 2010

2
Transaction highlights
Consideration
Premium and
valuation
Financing

All-cash offer at \$36.00 per Casey's share

Implies a total enterprise valuation of \$1.9 billion

Implied multiples of 7.4x EV / LTM EBITDA and \$1.3 million EV per store are above historical average multiples of 6.3x and \$662 thousand for precedent c-store transactions

24% premium to Casey's pre-announcement 1-year average share price

14% premium to Casey's pre-announcement share price

Transaction not contingent on due diligence review

Financing through cash on hand, borrowings under existing credit facilities and new bank or bond financing

3

Compelling strategic rationale

Creates largest independent corporate-store operator
in North America with ~ 7,400 locations

Expands geographic footprint across North America

Enhances scale and efficiency

Uniquely positions Couche-Tard to generate more cash flow

Delivers immediate premium to Casey's shareholders

Casey's stakeholders become part of bigger organization with benefits of a decentralized business model empowering its employees

4
1,000
4,396
383
1,387
1,649
1,598

1,507
900
386
527
7,100
1,487
4,596
3,367
3,601
428
1,302
498
8,100
7,390
5,883
4,639
4,144
3,984
1,815
1,649
1,598
1,507
1,305
900
884
527
43
777
5,903
1,487
7-Eleven
Pro forma
Couche-Tard
Couche-Tard
Shell
ExxonMobil
Chevron
Valero
Pantry
Marathon
Casey's
ConocoPhillips
Cumberland
Farms
Tesoro
Susser
Company-operated
Affiliated / Franchises
Creates the largest independent corporate-store
operator in North America

Source:

Public filings / data, websites, press releases.

Note:

Most recent data as of June 1, 2010.

(1)

Denotes U.S. locations.

(1)

(1)

(1)

(1)

5

Alimentation Couche-Tard at a glance

Largest independent convenience store operator in North America by company-operated stores

#1 Canadian convenience store operator

Alain Bouchard, CEO, started the chain in 1980 with one store

Strong network of 5,883 convenience stores in U.S. and Canada

Owns real estate for 1,300+ sites

Attractive in-store merchandise mix

Highly decentralized operations with less than 20 people at corporate offices

Strong financial performance in challenging economic environment

Focus on expense reduction and deleveraging

Management owns approximately 22% of the company

Total stores
by geography

Canada

35%

US

65%

Total stores

by channel

LTM Sales

LTM Gross profit

Merchandise

37%

Motor Fuel

63%

Motor Fuel

23%

Merchandise

77%

Affiliated

25%

Company

75%

5,883 stores

5,883 stores

\$15.4 billion

\$2.5 billion

6

Couche-Tard has a large presence in the U.S.

3,846 stores in the U.S.

65% of total stores

Presence in 43 states and Washington D.C.

8 out of 11 divisions in the U.S.

36,000 employees out of 53,000 are in the U.S.

68% of total

79% of revenues come from U.S. divisions

US

100%

US

79%

Canada

21%

US

84%

Canada

16%

Couche-Tard

Casey s

Pro-forma Couche-Tard

Note:

Based on LTM sales as of January 31, 2010.

+

=

7
History of Couche-Tard
IPO
34 Store Network
3rd Public Offering
Acquired 245 *Provi-Soir*
Stores and 50 *Wink* s Stores

Alain Bouchard Started
the Chain with one store
2nd Public Offering
304 Store Network
Entry into Ontario, Western Canada
976 Stores under *Mac's*, *Mike's Mart*
and *Becker's Banners*
as
part
of
Silcorp
Acquisition
Added to U.S. Midwest
287 *Dairy Mart*
Stores
4th Public Offering
Entry into U.S. Midwest
225 *Bigfoot*
Stores as part
of Johnson Oil Acquisition
-
Further Penetration of U.S. Midwest
92 *Dairy Mart*
43 *Clark Retail*
Stores
-
Acquired *Dunkin*
Donuts
Quebec Master Franchise
-
Acquired Circle K, 2nd largest
independent convenience store in U.S.
Franchise agreement
with Grupo Kaltex, S.A.
de C.V. for 250 stores in
Mexico within the next
five years
Acquisition of 236 sites from Shell Oil
Products US and its affiliate Motiva
Enterprises LLC
Couche-Tard and Irving
Oil Limited expand
partnership to include
252 stores across Atlantic
Canada and New England
Couche-Tard
offers to acquire
Casey's at \$36.00
per share
Added a

total of 496
stores
Acquisition of
43 company-
operated
and
444 franchises
from
Exxon
Mobil

8
2.3x
1.4x
0.8x
0.4x
1.5x
1.3x

1.0x
1.2x
At Circle K
transaction close
2004
2005
2006
2007
2008
2009
LTM

Longstanding history of successful acquisitions
and de-leveraging

Couche-Tard rapidly de-leveraged following its successful acquisition of Circle K

Total net debt / EBITDA

Recent acquisitions

Note:

2004 figures are pro forma for Circle K transaction.

(1)
Represents 50% interest in RDK Ventures LLC, a joint venture with Shell Oil Products US (100 stores).
Couche-Tard already operated 32 of these stores prior to entering into the JV.

Adjusted net debt / EBITDAR

3.7x
2.9x
2.5x
3.2x
3.2x
2.9x
3.0x
4.2x

FYE April 2004

Banner

stores

2,279

43

Total

2,333

FYE April 2005

Banner

stores

21

Pump N Stop

19

Total

40

FYE April 2006

Banner

stores

53

Winners Banner

16
26
7
Total
102
FYE April 2007
Banner
stores
All Star
53
Groovin
Noovin
13
236
24
56
24
Spectrum Stores
90
Total
496
FYE April 2008
Banner
stores
Sterling Stores
28
Others
18
Total
46
FYE April 2009
Banner
stores
7
Exploitation Quali-T
13
Spirit Energy
70
15
Others
2
Total
107
LTM
Banner
stores
43
444
RDK joint venture
(1)

50
Total
537

9

Enhanced store network

International Locations:

China, Guam, Hong Kong, Indonesia, Japan,

Macao, Mexico, Vietnam

Company operated: 4,396

Affiliated: 1,487

Total stores: 5,883

Owned real estate: 1,300+ locations

Source: Company information.

Note:

Store count in each region as of January 31, 2010.

Casey's portfolio is geographically complementary to Couche-Tard

Total stores: 1,507

IL

IA

MN

MO

NE

SD

WI

IN

63

370

418

94

284

105

37

97

10

ND

Casey's retail footprint

Couche-Tard's retail footprint

GREAT LAKES REGION

Corporate stores: 459

Affiliated stores: 258

MIDWEST REGION

Corporate stores: 423

Affiliated stores: 69

SOUTHEAST REGION

Corporate stores: 267

Affiliated stores: 56

SOUTHWEST REGION

Corporate stores: 225

Affiliated stores: 198

ARIZONA REGION

Corporate stores: 626

Affiliated stores: 24

WEST COAST REGION

Corporate stores: 163

Affiliated stores: 320

CENTRAL CANADA

Corporate stores: 572

Affiliated stores: 203

WESTERN CANADA

Corporate stores: 282

Affiliated stores: 0
EASTERN CANADA
Corporate stores: 676
Affiliated stores: 304
FLORIDA REGION
Corporate stores: 405
Affiliated stores: 4
GULF REGION
Corporate stores: 298
Affiliated stores: 51

10
Combined company with enhanced scale and
efficiency
Merchandise sales / company-operated store
Gasoline gallons / company-operated store
1,199
840

Couche-Tard

Casey's

(\$ in 000)

Merchandise margin

Gasoline margin

cpg

32.9%

42.1%

Couche-Tard

Casey's

13.8¢

13.7¢

Couche-Tard

Casey's

(Gallons in 000)

\$949

\$1,375

Couche-Tard

Casey's

Note:

Represent LTM figures as of January 31, 2010.

U.S. operations only for Couche-Tard.

Gasoline margins before deduction of credit card fees.

11
\$30.00
\$32.00
\$34.00
\$36.00
Trading Value
(Pre-Announcement)

Offer Price

Couche-Tard's offer presents a compelling value for Casey's shareholders

Couche-Tard's all-cash offer of \$36.00 per share represents:

7.4x EV / LTM EBITDA and \$1.26 million per store

24% premium to Casey's pre-announcement 1-year average share price and 9% premium to its pre-announcement all-time high share price

Immediate liquidity for Casey's shareholders in an uncertain economic environment and removes any uncertainty with respect to future stock performance

Immediate

Shareholder

Premium

12
1983
1986
1989
1992
1995
1998

2001
2004
2007
2010
\$0
\$9
\$18
\$27
\$36

Casey's stock price performance since IPO

Cash offer of \$36 per share

Source:

FactSet

Research Systems.

Prior to Couche-Tard's offer, Casey's had never traded at or above \$36 per share

Casey's stock price performance prior to Couche-Tard offer

13

Couche-Tard's offer is at a premium multiple to precedent c-store transactions

7.5x

5.1x

7.9x

5.1x

5.5x

8.6x

5.4x

5.8x

6.1x

6.6x

Susser /

Town &

Country

Wellspring

Capital /

Susser

Green Valley

Acquisition /

Uni-Mart

Couche-Tard /

Circle K

The Pantry /

Golden Gallon

(Ahold)

Sunoco /

Speedway

SuperAmerica

Uni-mart /

Orloski Services

Station

Tosco /

Exxon

Apollo /

Clark

USA

Tosco /

Circle K

Enterprise Value / LTM EBITDA

Implied transaction multiple: 7.4x

Average

6.3x

Source:

Public filings, press releases and research reports.

Note:

Purchase

price

multiple

of

the

squeeze-out

of

7-Eleven

by

its

Japanese
parent
IYG
Holding
in
2005
is
not
included

not
comparable
as
the
purchase
price
included

very
valuable 7-11 licenses, plus 7-11 has a different model due to its high number of franchised stores.

Announce date:

09/07/07

12/25/05

07/04/04

10/03/03

08/03/03

02/03/03

04/21/00

12/01/99

05/01/99

02/01/96

EV (\$MM)

\$361

\$277

\$90

\$830

\$187

\$140

\$41

\$860

\$230

\$921

LTM EBITDA

\$49

\$54

\$11

\$163

\$31

\$25

\$5

\$160

\$35
\$159
(\$MM)

14

Couche-Tard's offer is at a premium multiple to precedent c-store transactions (cont'd)

Implied transaction multiple: \$1,260

Average

\$662

Enterprise

Value

/

Store

(\$ thousands)

Announce date

12/25/05

07/04/04

10/03/03

08/03/03

02/03/03

04/21/00

12/01/99

05/01/99

02/01/96

EV (\$MM)

\$277

\$90

\$830

\$187

\$140

\$41

\$860

\$230

\$921

No. of Stores

319

285

1,663

138

193

43

1,740

672

2,300

Source:

Public filings, press releases and research reports.

Note:

Store count includes all stores regardless of owned vs. leased and operated vs. dealer. Purchase price multiple of the squeeze-out Holding in 2005 is not included not comparable as the purchase price included very valuable 7-11 licenses, plus 7-11 has a d franchised stores. Susser / Town & Country EV/store multiple excluded from average as Town & Country stores generated sig therefore are not comparable to Casey's.

\$868

\$315

\$499

\$1,355

\$725

\$494

\$342

\$400

\$958

Wellspring
Capital / Susser
Green Valley
Acquisition
/ Uni-
Mart
Couche-Tard /
Circle K
The Pantry /
Golden Gallon
(Ahold)
Sunoco /
Speedway
SuperAmerica
Uni-mart /
Orloski
Services
Station
Tosco / Exxon
Mobil
Apollo /
Clark USA
Tosco /
Circle K

15

Limited potential interlopers

Limited interest from other potential strategic buyers

Many potential strategic buyers lack the financial wherewithal for an all-cash offer

Couche-Tard has the most compelling strategic rationale for acquiring Casey's due to complementary geographic presence and potential synergies

A financial buyer would not achieve adequate investment returns at a premium to Couche-Tard's offer

No potential synergies

Casey's is not a turn-around story; currently a well operated business

Historically hesitant to invest in C-store space given the volatility of the gas business

Limited capacity to monetize Casey's real estate with a sale-leaseback transaction

Assuming aggressive revenue growth and EBITDA margins, sponsor returns are in the mid-to-high teens

Previous sponsor investments in C-store sector didn't create value for the buyers

16

Why has Couche-Tard commenced a tender offer?

Couche-Tard has repeatedly expressed its openness to working with Casey's to negotiate a transaction, but Casey's has refused

Couche-Tard

believes
shareholders
should
have
the
opportunity
to
decide
on
its
offer for themselves

We believe Couche-Tard's offer benefits Casey's

Shareholders

Employees

Customers

Communities

17

Financing considerations

This all-cash offer is expected to be funded through cash on hand, borrowings under existing credit facilities and new bank or bond financing

We believe financing commitments can be secured, as necessary

At transaction close, Couche-Tard is expected to have pro forma leverage of 3.3x debt/EBITDA and will generate significant free cash flow to reduce leverage substantially within two years

18

Integration strategy

Couche-Tard expects that:

Couche-Tard's decentralized business model will allow it to run Casey's as a stand-alone business unit

No significant capital expenditures will be required to integrate Casey s

Casey s store banner will remain in place (no re-branding / remodels required) and will continue to be grown as a rural store format in the U.S. Midwest region

There is a possibility to leverage Casey s wholesale and distribution capabilities

There is a possibility to implement best practices from Casey s and Couche-Tard

19
Path forward
Launch tender offer
File HSR
Nominate Directors to Casey's Board
Shareholder vote at Casey's annual
meeting

Couche-Tard is committed to completing the transaction

21

Casey's relative trading performance

Source:

FactSet Research Systems.

Note:

C-Stores index includes Couche-Tard, Pantry and Susser.

Casey's stock price is not depressed relative to other convenience stores

30.6%

(21.5%)

(41.2%)

(30.3%)

6/1/07

2/29/08

11/28/08

8/31/09

6/1/10

20

40

60

80

100

120

140

160

S&P 500

S&P Retail

Casey's General Stores, Inc.

C-Stores