

TRI-CONTINENTAL CORP  
Form SC TO-I/A  
December 12, 2008

As filed with the Securities and Exchange Commission on December 11, 2008.

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

Amendment No. 2

**TRI-CONTINENTAL CORPORATION**

*(Name of Subject Company (issuer))*

**TRI-CONTINENTAL CORPORATION**

*(Name of Filing Person (offeror))*

**COMMON STOCK,**

**\$0.50 PAR VALUE PER SHARE**

*(Title of Class of Securities)*

895436103

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*(CUSIP Number of Class of Securities)*

**Lawrence P. Vogel**

**c/o RiverSource Investments LLC**

**100 Park Avenue**

**New York, New York 10017**

**(212) 850-1864**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices*

*and Communications on Behalf of the Person(s) Filing Statement)*

*Copy to:*

**Donald R. Crawshaw, Esq.**

**Sullivan & Cromwell LLP**

**125 Broad Street**

**New York, New York 10004**

**(212) 558-4000**

**CALCULATION OF FILING FEE**

**Transaction Valuation**

\$415,007,172 (a)

**Amount of Filing Fee**

\$16,309.78 (b)

- (a) Estimated for purposes of calculating the amount of the filing fee only. Calculated as the aggregate market value for 36,308,589 Fund Shares that are subject to the offer, based on the average of the high and low prices on November 10, 2008 of \$11.43 as reported on the New York Stock Exchange.
- (b) Calculated at \$39.30 per \$1,000,000 of the Transaction Value, pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended by Fee Advisory #6 for Fiscal Year 2008, effective December 31, 2007.

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Check 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: \$16,309.78  
Form or Registration No.: SC TO-I

Filing Party: Tri-Continental Corporation  
Date Filed: 11/12/2008

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

Check the appropriate boxes to designate any transactions to which this 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.

**Introductory Statement**

This Amendment No. 2 to the Issuer Tender Offer Statement on Schedule TO relates to an offer by Tri-Continental Corporation, a Maryland corporation (the Fund ), to repurchase up to 36,308,589 (approximately 35%) of its issued and outstanding shares of common stock, par value \$0.50 per share (the Fund Shares ) in exchange for a *pro rata* portion of the Fund's portfolio securities as of the Repurchase Pricing Date (as defined in the Offer to Repurchase, dated November 12, 2008 (the Offer to Repurchase )) (other than securities that are not publicly traded on a U.S. securities exchange or for which quoted bid prices are not available, that would need to be registered under the Securities Act of 1933, as amended, if distributed in the repurchase, or that involve the assumption of contractual obligations or trading restrictions), and any cash (or cash equivalents) then held by the Fund upon the terms and subject to the conditions set forth in the Offer to Repurchase and amends such Issuer Tender Offer Statement to add an additional exhibit in accordance with Rule 13e-4(c)(1) promulgated under the Securities Exchange Act of 1934, as amended.

**Item 12. Exhibits**

(a)(5) Press release issued by Tri-Continental Corporation on December 11, 2008.

**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.

TRI-CONTINENTAL CORPORATION

By: /s/ Lawrence P. Vogel  
Name: Lawrence P. Vogel  
Title: Treasurer

Dated: December 11, 2008