

ENERGY PARTNERS LTD
Form SC TO-T/A
September 18, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO/A
Tender Offer Statement Under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934
(Amendment No. 2)

ENERGY PARTNERS, LTD.
(Name of Subject Company (Issuer))
ATS INC.
WOODSIDE FINANCE PTY. LTD.
(Name of Filing Persons (Offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

29270U105
(CUSIP Number of Class of Securities)

Jeff Soine
ATS Inc.
71683 Riverside Avenue
Covington, Louisiana 70433
Telephone: (985) 249-5300
(Name, address and telephone number of
person authorized to receive notices
and communications on behalf of filing persons)

With Copies to:
Lou R. Kling, Esq.
Ronald C. Barusch, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000

CALCULATION OF FILING FEE

Transaction Valuation*: \$ 985,093,611.00 Amount of Filing Fee**: \$ 105,405.02

* Estimated for
purposes of
calculating the
filing fee only.
This calculation
assumes the
purchase of
42,830,157
shares of
common stock,

par value \$0.01
per share
(Shares), of
Energy Partners,
Ltd. at the
tender offer
price of \$23.00
per share of
common stock.
Based upon
information
contained in
Energy Partners,
Ltd. s Quarterly
Report on Form
10-Q filed with
the SEC on
August 9, 2006,
there were
38,396,001
Shares
outstanding as
of August 7,
2006 and a
maximum of
6,153,156
Shares issuable
pursuant to
existing
warrants, stock
options,
performance
share awards
and other share
awards, of
which 1,719,000
Shares are
owned by
Woodside
Petroleum Ltd.
and its
subsidiaries
(and are not
included for
purposes of this
calculation).

** The amount of
filing fee is
calculated in
accordance with

Rule 0-11(a)(2)
under the
Securities
Exchange Act
of 1934, as
amended, and
Fee Rate
Advisory #5 For
Fiscal Year
2006 issued by
the Securities
and Exchange
Commission on
November 23,
2005. Such fee
equals \$107.00
per \$1,000,000
of the
transaction
value.

- 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: \$105,405.02
Filing Party: ATS Inc.

Form or registration no.: Schedule TO
Date Filed: August 31, 2006

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

o 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: o

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this Amended Schedule TO) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities Exchange Commission on August 31, 2006, and amended by Amendment No. 1 filed on September 11, 2006 (as amended, the Schedule TO), by ATS Inc., a Delaware corporation (the Purchaser) and an indirect wholly owned subsidiary of Woodside Petroleum Ltd., a company organized under the laws of Victoria, Australia (Parent), pursuant to Rule 14d-1 under the Securities Exchange Act of 1934, as amended (the Exchange Act), in connection with Purchaser 's offer to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share (the Shares), of Energy Partners, Ltd., a Delaware corporation (the Company) for \$23.00 per Share, net to the seller in cash (less applicable withholding taxes and without interest), subject to increase by \$0.50 or \$1.00 per Share to a total of \$23.50 or \$24.00 net per Share in cash depending on the resolution of certain litigation described in Purchaser 's Offer to Purchase, dated August 31, 2006 (the Offer to Purchase). The terms and conditions of the offer are described in the Offer to Purchase and the accompanying Letter of Transmittal (the Letter of Transmittal) and the instructions thereto (which, as they may be amended or supplemented from time to time, together constitute the Offer). Capitalized terms used and not otherwise defined in this Amended Schedule TO shall have the same meanings assigned to such terms in the Schedule TO or the Offer to Purchase.

The information in the Offer to Purchase and the related Letter of Transmittal, including all schedules and annexes thereto which were previously filed as exhibits to the Schedule TO, is incorporated in this Amended Schedule TO by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 12. EXHIBITS.

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

- (a)(5)(G) Press release issued by ATS Inc. on September 18, 2006
- (a)(5)(H) Australian Stock Exchange Announcement issued by Woodside Petroleum Ltd., dated September 18, 2006

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

ATS INC.

By: /s/ Jeff Soine

Name: Jeff Soine

Title: Secretary

Date: September 18, 2006

EXHIBIT INDEX

| EXHIBIT NO. | DOCUMENT |
|-------------|--|
| (a)(5)(G) | Press release issued by ATS Inc. on September 18, 2006 |
| (a)(5)(H) | Australian Stock Exchange Announcement issued by Woodside Petroleum Ltd., dated September 18, 2006 |