

ANGELICA CORP /NEW/
Form SC 13D/A
September 25, 2007

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

Angelica Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

034663104

(CUSIP Number)

Thomas R. Hudson Jr.
Pirate Capital LLC
200 Connecticut Avenue, 4th Floor
Norwalk, CT 06854
(203) 854-1100

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

September 25, 2007

(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and

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for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

 CUSIP NO. 034663104 SCHEDULE 13D PAGE 2 OF 5 PAGES

 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 PIRATE CAPITAL LLC

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 AF

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
 ITEM 2(d) or 2(e) []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 7 SOLE VOTING POWER
 -0-

 NUMBER OF 8 SHARED VOTING POWER
 SHARES
 BENEFICIALLY 935,147
 OWNED BY
 EACH
 REPORTING PERSON WITH

 9 SOLE DISPOSITIVE POWER
 -0-

 10 SHARED DISPOSITIVE POWER
 935,147

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 935,147

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES* []

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 9.8%

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14 TYPE OF REPORTING PERSON*
IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 034663104 SCHEDULE 13D PAGE 3 OF 5 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

THOMAS R. HUDSON JR.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

935,147

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

935,147

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

935,147

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
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14 TYPE OF REPORTING PERSON*

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IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 034663104

SCHEDULE 13D

PAGE 4 OF 5 PAGES

The Schedule 13D filed on January 5, 2005 by Pirate Capital LLC, a Delaware limited liability company ("Pirate Capital"), and Thomas R. Hudson Jr. (together, the "Reporting Persons"), relating to the shares of common stock, \$1.00 par value ("Shares"), of Angelica Corporation (the "Issuer"), as amended by Amendment No. 1 on March 17, 2005, Amendment No. 2 on July 5, 2005, Amendment No. 3 on September 22, 2005, Amendment No. 4 on February 15, 2006, Amendment No. 5 on April 4, 2006, Amendment No. 6 on May 17, 2006, Amendment No. 7 on September 5, 2006, Amendment No. 8 on May 25, 2007, Amendment No. 9 on July 2, 2007, Amendment No. 10 on July 9, 2007, Amendment No. 11 on July 12, 2007, Amendment No. 12 on July 18, 2007, and Amendment No. 13 on August 31, 2007, is hereby amended by this Amendment No. 14 to the Schedule 13D. The principal executive office of the Issuer is located at 424 S Woods Mill Road, Chesterfield, MO 63017.

Item 4. PURPOSE OF THE TRANSACTION.

Item 4 of the Schedule 13D is hereby amended by addition of the following:

On September 25, 2007 the Fund entered into an oral settlement agreement with the Issuer, pursuant to which it agreed to withdraw its notice of intent, delivered to the Issuer on August 30, 2007 (the "Notice of Intent"), to nominate Thomas R. Hudson Jr. and Christopher Kelly for election as directors at the Issuer's 2007 annual meeting of shareholders (the "2007 Annual Meeting") and not to nominate, or solicit proxies for the election of, other persons thereat (the "Settlement Agreement"). Pursuant to the Settlement Agreement, the Issuer agreed to pay a portion of the expenses incurred by the Fund and its affiliates in connection with their solicitation of proxies for use at the 2007 Annual Meeting. On September 25, 2007 the Fund delivered notice to the Issuer that the Fund withdrew the Notice of Intent and confirming that it would not nominate, or solicit proxies for the election of, other persons at the 2007 Annual Meeting (the "Nomination Withdrawal Letter"). A copy of the Nomination Withdrawal Letter is filed as Exhibit 10 hereto and is incorporated herein by reference.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby amended by addition of the following:

Reference is made to the Settlement Agreement defined and described in Item 4, which is incorporated herein by reference.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and restated as follows:

Exhibit 1 - Joint Filing Agreement (previously filed)

Exhibit 2 - Settlement Agreement with the Issuer, dated August 30, 2006 (previously filed)

Exhibit 3 - Letter to the Board of Directors, dated July 2, 2007 (previously

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filed)

Exhibit 4 - Shareholder Proposal Notification Letter, dated July 2, 2007
(previously filed)

Exhibit 5 - Books and Records Demand Letter, dated July 2, 2007 (previously
filed)

Exhibit 6 - Letter to the Board of Directors, dated July 9, 2007 (previously
filed)

CUSIP NO. 034663104

SCHEDULE 13D

PAGE 5 OF 5 PAGES

Exhibit 7- Letter to the Board of Directors, dated July 12, 2007
(previously filed)

Exhibit 8- Letter to the Board of Directors, dated July 18, 2007
(previously filed)

Exhibit 9 - Nominations Notification Letter, dated August 30, 2007
(previously filed)

Exhibit 10 - Nomination Withdrawal Letter, dated September 25, 2007

SIGNATURES

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

Dated: September 25, 2007

PIRATE CAPITAL LLC

By: /s/ Thomas R. Hudson Jr.

Name: Thomas R. Hudson Jr.
Title: Manager

/s/ Thomas R. Hudson Jr.

Thomas R. Hudson Jr.

EXHIBIT INDEX

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Exhibit 10

PIRATE CAPITAL LLC

JOLLY ROGER FUND LP
JOLLY ROGER OFFSHORE FUND LTD
JOLLY ROGER ACTIVIST FUND LP
JOLLY ROGER ACTIVIST FUND LTD

September 25, 2007

VIA ELECTRONIC MAIL AND FEDERAL EXPRESS

Angelica Corporation
424 South Woods Mills Road
Chesterfield, Missouri 63017-3406
Attn: Steven L. Frey, Corporate Secretary
Corporate Governance and Nominating Committee

Re: Jolly Roger Fund LP ("Jolly Roger") Notice of Intent to Nominate
Directors, dated August 30, 2007 (the "Nomination Letter")

Ladies and Gentlemen:

In light of the announcement by the Board of Directors of Angelica Corporation (the "Company") on September 19, 2007 that it has authorized its financial adviser, Morgan Joseph & Co. Inc., to seek a sale of the Company and the Company's agreement to reimburse a portion of Jolly Roger's expenses, Jolly Roger, on behalf of itself and the other members of Pirate Capital Group (consisting of Pirate Capital LLC, Jolly Roger, Jolly Roger Activist Portfolio Company LTD, Thomas R. Hudson Jr. and Christopher Kelly), hereby withdraws its notice of intent to nominate Messrs. Thomas R. Hudson Jr. and Christopher Kelly for election to the Board at Angelica's 2007 Annual Meeting that is set forth in the Nomination Letter. Pirate Capital Group hereby confirms it will not nominate, or solicit proxies for the election of, other persons at the 2007 Annual Meeting.

Very truly yours,

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JOLLY ROGER FUND LP

By: Pirate Capital LLC, its general partner

By: /s/ Thomas R. Hudson Jr.

Name: Thomas R. Hudson Jr.

Title: Manager

200 Connecticut Avenue; 4th Floor, Norwalk, CT 06854

Phone: 203-854-1100 Fax: 203-854-5841

www.piratecapitalllc.com