

DOLE FOOD COMPANY INC
Form SC TO-C
October 24, 2002

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

DOLE FOOD COMPANY, INC.

(Name of Subject Company (issuer))

DAVID H. MURDOCK Offeror
(Name of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, NO PAR VALUE
(Title of Class of Securities)

256605106
(CUSIP Number of Class of Securities)

Roberta Wieman
10900 Wilshire Boulevard
Los Angeles, California 90024
Telephone: (310) 208-6055
(Name, address, and telephone numbers of person authorized to
receive notices and communications on behalf of filing persons)

Copies to:

Peter J. Tennyson, Esq.
Paul, Hastings, Janofsky & Walker LLP
695 Town Center Drive, Seventeenth Floor
Costa Mesa, California 92626-1924
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CALCULATION OF FILING FEE

| Transaction valuation* | Amount of filing fee |
|------------------------|----------------------|
| N/A None required. | |

*Set forth the amount on which the filing fee is calculated and state how it was determined

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:

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Form or Registration No.:

Filing Party:

Date Filed:

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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 transaction 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.

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:

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* As of the close of business on October 23, 2002, Mr. Murdock has beneficial ownership of 13,580,995 (approximately 24.02%) of the outstanding shares of Dole Food Company, Inc. Common Stock. Of such shares, 13,086,847 shares (approximately 23.35%) are held by Mr. Murdock, 494,148 shares (less than 1%) may be acquired by Mr. Murdock through the exercise of stock options which are exercisable within sixty (60) days of October 23, 2002, and 81,000 shares (less than 1%) are owned by Mr. Murdock's sons. As permitted by Rule 13d-4, Mr. Murdock disclaims beneficial ownership within the meaning of Sections 13(d) or 13(g) of the Securities Exchange Act of 1934 (1934 Act) of the 81,000 shares of Dole Food Company, Inc. Common Stock owned by his sons.

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This Schedule 13D, as previously amended, relating to the Common Stock of Dole Food Company, Inc. (Dole), is hereby further amended with respect to the items set forth below.

Item 6. Contracts, Arrangements, Understandings or Relations With Respect to Securities of the Issuer.

On October 23, 2002, a letter agreement (attached hereto as Exhibit 99.1 and incorporated herein by reference) was entered into between Mr. Murdock and the special committee of independent directors of Dole under which Mr. Murdock agreed, subject to certain exceptions, to give the special committee five business days notice before purchasing additional shares of Dole Common Stock.

Mr. Murdock has also advised the special committee that his offer will expire on November 13, 2002, instead of November 6, 2002, subject to his right to terminate it earlier.

SIGNATURE

After reasonable 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.

Dated: October 23, 2002

/s/ David H. Murdock

David H. Murdock

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|--|---------------------|
| 99.1 Letter from the Special Committee of the Board of Directors of Dole Food Company, Inc. to David H. Murdock | |