

HALLWOOD GROUP INC

Form SC TO-C

June 18, 2009

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**UNITED STATES
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. 1)**

THE HALLWOOD GROUP INCORPORATED

(Name of Subject Company (issuer))

HALLWOOD FINANCIAL LIMITED

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, par value \$0.10 per Share

(Title of Class of Securities)

406364 30 7

(CUSIP Number of Class of Securities)

Anthony J. Gumbiner

Hallwood Financial Limited

3710 Rawlins, Suite 1220, Dallas, Texas 75219

(214) 523-5588

(Name, address, and telephone numbers of persons authorized
to receive notices and communications on behalf of filing persons)

Calculation of Filing Fee:

Transaction valuation

N/A

Amount of filing fee

N/A

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: N/A

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A

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.

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Trader Offer)

- o Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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Item 12. Exhibits

Item 13. Information Required by Schedule 13E-3

SIGNATURE

EXHIBIT INDEX

EX-99.1

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On June 17, 2009, Hallwood Financial Limited (Hallwood Financial) announced that it no longer intends to proceed with its offer to acquire all of the outstanding publicly held shares of The Hallwood Group Incorporated. Attached hereto as Exhibit 99.1 and incorporated herein by reference is the press release issued by Hallwood Financial.

Items 1 -11

N/A

Item 12. Exhibits

Exhibit 99.1 Text of Press Release, issued by Hallwood Financial Limited on June 17, 2009

Item 13. Information Required by Schedule 13E-3

N/A

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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.

HALLWOOD FINANCIAL LIMITED

By: /s/ ANTHONY J. GUMBINER

Name:

Anthony J. Gumbiner

Title: *Executive Director*

Date: June 17, 2009

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EXHIBIT INDEX

Exhibit 99.1 Text of Press Release, issued by Hallwood Financial Limited on June 17, 2009

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