
**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. 3)**

NORCRAFT COMPANIES, INC.

(Name of Subject Company (Issuer))

TAHITI ACQUISITION CORP.

an indirect wholly-owned subsidiary of

FORTUNE BRANDS HOME & SECURITY, INC.

(Names of Filing Persons (Offerors))

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

65557Y105
(CUSIP Number of Class of Securities)

Robert K. Biggart
Senior Vice President, General Counsel and Secretary
Fortune Brands Home & Security, Inc.
520 Lake Cook Road
Deerfield, IL 60015-5611
(847) 484-4400

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

With copies to:

R. Scott Falk, P.C.
Kirkland & Ellis LLP
300 North LaSalle Street
Chicago, Illinois 60654
(312) 862-2000

CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$441,445,112	\$51,296

- (1) Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Calculated by multiplying \$25.50, the per share tender offer price, by the 17,311,573 outstanding shares of common stock of Norcraft Companies, Inc. as of March 30, 2015.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act, and Fee Rate Advisor #1 for Fiscal Year 2015, issued August 29, 2014, by multiplying the transaction valuation by 0.0001162.

☒ 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: \$51,296

Filing Party: Fortune Brands Home & Security, Inc. and
Tahiti Acquisition Corp.

Form or Registration No.: Schedule TO

Date Filed: April 14, 2015

☐ 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 tender offer).
 - ☐ Rule 14d-1(d) (cross-border third-party tender offer).
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This Amendment No. 3 to the Tender Offer Statement on Schedule TO (this “**Amendment No. 3**”) is filed by (i) Fortune Brands Home & Security, Inc., a Delaware corporation (“**Fortune Brands**”), and (ii) Tahiti Acquisition Corp., a Delaware corporation (the “**Purchaser**”) and an indirect wholly-owned subsidiary of Fortune Brands. This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “**SEC**”) on April 14, 2015, as amended by Amendment No. 1 filed with the SEC on April 27, 2015 and Amendment No. 2 filed with the SEC on April 30, 2015 (the “**Initial Schedule TO**” and which, together with this Amendment No. 3 and any amendments and supplements thereto, this “**Schedule TO**”) and relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (each a “**Share**”), of Norcraft Companies, Inc., a Delaware corporation (“**Norcraft**”), at a price of \$25.50 per Share, net to the seller in cash, without interest, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 14, 2015 (as it may be amended or supplemented, the “**Offer to Purchase**”) and in the related Letter of Transmittal (as it may be amended or supplemented, the “**Letter of Transmittal**” and, together with the Offer to Purchase, the “**Offer**”), copies of which are attached to the Initial Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Initial Schedule TO and the related exhibits incorporated therein by reference.

Items 1 through 9 and Item 11

The Offer to Purchase and Items 1 through 9 and Item 11 of the Initial Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

At 11:59 p.m., New York City time, on May 11, 2015, the Offer expired as scheduled. The Offer was not extended. The Depositary has advised the Purchaser that, as of the expiration of the Offer, a total of 14,798,762 Shares were validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 78% of the currently issued and outstanding Shares. As a result, the Minimum Condition has been satisfied. All Shares that were validly tendered and not validly withdrawn pursuant to the Offer have been accepted for payment.

Following the expiration of the Offer and acceptance for payment of the Shares on May 12, 2015, the Purchaser intends to effect a Merger with Norcraft pursuant to the terms of the Merger Agreement and without a meeting of Norcraft stockholders pursuant to Section 251(h) of the DGCL. The Merger is expected to be consummated on or about May 12, 2015. Pursuant to the Merger Agreement, at the Effective Time, the Purchaser will be merged with and into Norcraft, with Norcraft continuing as the surviving corporation and an indirect wholly-owned subsidiary of Fortune Brands. At the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (other than (i) Shares held by Norcraft as treasury stock or by a Norcraft subsidiary or owned by Fortune Brands or the Purchaser, all of which will be canceled, and (ii) Shares owned by any stockholder of Norcraft who was entitled to demand, and who properly demanded, appraisal rights pursuant to Section 262 of the DGCL) will be converted into the right to receive an amount in cash equal to the Offer Price, less any required withholding taxes.

As promptly as practicable following the consummation of the Merger, Fortune Brands intends to cause all Shares to be delisted from the New York Stock Exchange and deregistered under the Exchange Act, after which the Company will no longer have reporting obligations under the Exchange Act.

On May 12, 2015, Fortune Brands issued a press release announcing, among other things, the expiration of the Offer and the acceptance of Shares. The press release is attached as Exhibit (a)(5)(D) and is incorporated herein by reference.

ITEM 12. EXHIBITS.

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

(a)(5)(D). Press Release, dated May 12, 2015, issued by Fortune Brands.*

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.

Dated: May 12, 2015

TAHITI ACQUISITION CORP.

By: /s/ Robert K. Biggart

Name: Robert K. Biggart

Title: Vice President

FORTUNE BRANDS HOME & SECURITY, INC.

By: /s/ Robert K. Biggart

Name: Robert K. Biggart

Title: Senior Vice President, General Counsel and Secretary



INVESTOR AND MEDIA CONTACT:

Brian Lantz
847-484-4574
brian.lantz@FBHS.com

FORTUNE BRANDS COMPLETES TENDER OFFER FOR NORCRAFT COMPANIES, INC.

DEERFIELD, Ill. – May 12, 2015 – Fortune Brands Home & Security (NYSE: FBHS) today announced the successful completion of its tender offer to purchase all outstanding shares of common stock of Norcraft Companies, Inc. (NYSE: NCFT), for a price of \$25.50 per share in cash.

“The addition of Norcraft to our cabinets segment strengthens our overall product offering, rounds out our regional market penetration and enhances our frameless capabilities,” said Chris Klein, chief executive officer, Fortune Brands. “Strategic acquisitions are one component of Fortune Brands’ overall strategy to both grow the business and create incremental value for shareholders through use of our strong balance sheet and cash flow. We see many opportunities for enhanced growth by bringing these businesses together.”

The offer and withdrawal rights expired, as scheduled, on Monday, May 11, 2015 at 11:59 p.m., New York City time. The tender offer was launched on April 14, 2015, following the announcement on March 30, 2015, that Fortune Brands and Norcraft had reached agreement on the terms of a merger agreement. The acquisition of Norcraft is expected to be accretive to Fortune Brands’ earnings in 2016.

Following the expiration of the offer, approximately 14,798,762 shares of Norcraft common stock were validly tendered and not withdrawn in the offer. That amount represents approximately 78 percent of the outstanding shares of Norcraft common stock. Fortune Brands accepted for payment the shares through one of its indirect wholly-owned subsidiaries.

Fortune Brands intends to effect a merger with Norcraft pursuant to the terms of the merger agreement, which will result in Norcraft becoming an indirect wholly-owned subsidiary of Fortune Brands. In the merger, each remaining share of Norcraft common stock that was not validly tendered in the tender offer, other than shares owned by Fortune Brands or Norcraft and shares owned by any stockholder of Norcraft who was entitled to demand, and who properly demanded, appraisal rights, will be cancelled and converted into the right to receive the same \$25.50 per share in cash that was paid in the tender offer.

Once the merger is completed, Fortune Brands intends to cause all shares of Norcraft common stock to be delisted from the New York Stock Exchange, and Norcraft will no longer have reporting obligations under the Securities Exchange Act of 1934, as amended.

About Fortune Brands

Fortune Brands Home & Security, Inc. (NYSE: FBHS), headquartered in Deerfield, Ill., creates products and services that help fulfill the dreams of homeowners and help people feel more

secure. The Company's trusted brands include MasterBrand cabinets, Moen faucets, Therma-Tru entry door systems, and Master Lock and SentrySafe security products. Fortune Brands holds market leadership positions in all of its segments. Fortune Brands is part of the S&P MidCap 400 Index. For more information, please visit www.FBHS.com.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This press release contains certain "forward-looking statements" regarding business strategies, potential effects of past actions on future performance, the impact of acquisitions, and other matters. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "plans," "outlook," and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could" are generally forward-looking in nature and not historical facts. Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is based on the current plans and expectations of our management. Although we believe that these statements are based on reasonable assumptions, they are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those indicated in such statements. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including but not limited to those factors described in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission. In addition, this press release contains certain forward-looking statements that involve risks and uncertainties associated with the transaction between Fortune Brands Home & Security, Inc. ("FBHS") and Norcraft Companies, Inc. ("Norcraft"). These risks and uncertainties include: the impact of any failure to complete the transaction; the risk that FBHS will not realize the anticipated benefits of the transaction; and other factors beyond the companies' control. The forward-looking statements included in this release are made as of the date hereof, and except as required by law, we undertake no obligation to update, amend or clarify any forward-looking statements to reflect events, new information or circumstances occurring after the date of this release.

Additional Information

This press release is for informational purposes only and is not a recommendation, an offer to purchase or a solicitation of an offer to sell shares of Norcraft stock. Tahiti Acquisition Corp., an affiliate of FBHS, has filed with the Securities and Exchange Commission (the "SEC") a Tender Offer Statement on Schedule TO containing an offer to purchase, a form of letter of transmittal and other documents relating to the tender offer, and Norcraft has filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. **These documents, as they may be amended from time to time, contain important information about the tender offer and investors and stockholders of Norcraft are strongly urged to read them carefully and in their entirety when they become available prior to making any decisions with respect to the tender offer.** Norcraft stockholders are able to obtain a free copy of the Solicitation/Recommendation Statement and other documents (when they become available) at the website maintained by the SEC at www.sec.gov. In addition, the Tender Offer Statement and other documents (when they become available) filed by an affiliate of Fortune Brands with the SEC are available to all stockholders of Norcraft free of charge at www.FBHS.com. The Solicitation/Recommendation Statement and other documents (when they become available) filed by Norcraft with the SEC are available to all stockholders of Norcraft free of charge at www.norcraftcompanies.com.

Source: Fortune Brands Home & Security, Inc.