

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. 5)

GRUPO AEROPORTUARIO DEL CENTRO NORTE, S.A.B DE C.V.

(Name of Subject Company (Issuer))

AERODROME INFRASTRUCTURE S.À R.L.
SERVICIOS DE TECNOLOGÍA AEROPORTUARIA, S.A. DE C.V.

BAGUAL S.À R.L.

GRENADIER S.À R.L.

PEQUOD S.À R.L.

HARPOON S.À R.L.

EXPANSE S.À R.L.

FINTECH HOLDINGS INC.

DAVID MARTÍNEZ

(Names of Filing Persons (Offerors))

SERIES B SHARES, without par value

AMERICAN DEPOSITARY SHARES, each representing 8 SERIES B
SHARES

(Title of Class of Securities)

400501102

(CUSIP Number for ADSs)

Julio R. Rodriguez, Jr.
c/o Fintech Advisory Inc.
375 Park Avenue
New York, NY 10152
(212) 593-4500

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

With a copy to:

Adam J. Brenneman, Esq.
Manuel Silva, Esq.
Cleary, Gottlieb, Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

CALCULATION OF FILING FEE

Transaction Valuation*

\$412,888,904.66

Amount of Filing Fee**

\$45,046.18

* Calculated solely for purposes of determining the filing fee. The calculation of the transaction value was estimated as (i) (a) 60,155,201 outstanding Series B ordinary shares, no par value, including Series B ordinary shares represented by outstanding American Depositary Shares of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V., in each case not directly or indirectly owned by the Offerors (as defined herein) multiplied by (b) the offer price of Ps.137 per share, divided by (ii) 19.96 (based on an exchange rate of Ps.19.96 per U.S.\$1.00, the exchange rate between Mexican pesos and U.S. dollars reported by the U.S. Federal Reserve Board on June 11, 2021).

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2021, issued August 26, 2020 by multiplying the transaction valuation by 0.0001091.

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: \$73,399.80

Filing Party:

Aerodrome Infrastructure S.à r.l.
Servicios de Tecnología Aeroportuaria, S.A. de C.V. Bagual S.à.r.l.
Grenadier S.à.r.l.
Pequod S.à.r.l.
Harpoon S.à.r.l.
Expanse S.à.r.l.
Fintech Holdings Inc.
David Martínez

Date Filed: May 24, 2021

Form or Registration No.: Schedule TO-T

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 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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INTRODUCTORY STATEMENT

This Amendment No. 5 (“*Amendment No. 5*”) amends and supplements the Tender Offer Statement on Schedule TO (together with any subsequent amendments, supplements, restatements and exhibits thereto, the “*Schedule TO*”) originally filed with the Securities and Exchange Commission on May 24, 2021 by Aerodrome Infraestructura S.à r.l. (“*Aerodrome*”), a limited liability company organized under the laws of Luxembourg, an affiliate of Servicios de Tecnología Aeroportuaria, S.A. de C.V. (“*SETA*”), a Mexican corporation, and beneficially owned by Bagual S.à.r.l. (“*Bagual*”), a limited liability company organized under the laws of Luxembourg, Grenadier S.à.r.l. (“*Grenadier*”), a limited liability company organized under the laws of Luxembourg, Pequod S.à.r.l. (“*Pequod*”), a limited liability company organized under the laws of Luxembourg, Harpoon S.à.r.l. (“*Harpoon*”), a limited liability company organized under the laws of Luxembourg, Expanse S.à.r.l. (“*Expanse*”), a limited liability company organized under the laws of Luxembourg, Fintech Holdings Inc. (“*FH*”), a corporation organized under the laws of Delaware and David Martínez (“*Mr. Martínez*” and, together with Aerodrome, SETA, Bagual, Grenadier, Pequod, Harpoon, Expanse and FH, the “*Offerors*”). The Schedule TO relates to the offer by the Offerors to purchase up to 60,155,201 shares of outstanding Series B ordinary shares held by U.S. Persons (the “*Series B Shares*”) of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V. and Series B Shares represented by outstanding American Depositary Shares (whether held or not by U.S. Persons and each representing eight Series B Shares, “*ADSs*” and, together with the Series B Shares, the “*Securities*”).

The information in the Schedule TO is incorporated in this Amendment No. 5 by reference to all of the applicable items in the Schedule TO. This Amendment No. 5 is being filed to amend and supplement Items 1 through 11 and Item 12 as reflected below. Except as otherwise set forth in this Amendment No. 5, the information set forth in the Schedule TO remains unchanged.

Items 1 through 11.

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

Item 11 of the Schedule TO is amended to delete the last six paragraphs and to add the following paragraphs:

“The Offers expired at 8:00 a.m., New York City time, on June 30, 2021.

The ADS Receiving Agent for the U.S. Offer and the Series B Receiving Agent for the Offers have advised the Offerors that as of 8:00 a.m., New York City time on the Expiration Date, a total of 1,579,317 ADSs, representing 12,634,536 Series B Shares, and 90,217,248 Series B Shares, were validly tendered and not withdrawn.

Because the purchase of all Securities tendered in the Offers would cause the Offerors to purchase an aggregate amount of Series B Shares, including Series B Shares represented by ADSs, that would exceed the total number of Series B Shares, including Series B Shares represented by ADSs, that the Offerors have offered to purchase pursuant to the Offers, the Offerors have accepted and will purchase 923,703 ADSs, representing 7,389,624 Series B Shares, and 52,765,577 Series B Shares, based on a proration factor of approximately 58.49%. Any tendered Securities that have not been accepted for purchase will be returned or credited without expense to the holder’s account.

The offer prices payable by Aerodrome will be Ps.137 per Series B Share and Ps.1,096 per ADS, for a total of approximately Ps.8,241 million. The offer price for Series B Shares accepted in the Offers will be settled in Mexican pesos and will be paid through Indeval, the Mexican securities clearing system, and participants in Indeval. The offer price for ADSs accepted in the U.S. Offer will be paid in U.S. dollars and will be paid through the ADS Receiving Agent, in U.S. dollars, based on the U.S. dollar / Mexican peso spot market rate available to the ADS Receiving Agent on the Payment Date.

In accordance with the terms of the Offers, payment for Securities validly tendered and accepted for purchase in the Offers is expected to occur on July 9, 2021. Upon the settlement of the Offers, taking into account the Series B Shares currently owned by SETA, the Offerors will own, directly or indirectly, 30.1% of OMA’s outstanding capital stock.

All conditions described in the U.S. Offer to Purchase that were to be satisfied or waived on or prior to the Expiration Date, were satisfied or waived on or prior to the Expiration Date.

The full text of the press release issued by the Offerors announcing the completion of the U.S. Offer is attached hereto as Exhibit (a)(5)(iv) and is incorporated herein by reference.”

Item 12. Exhibits

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

(a)(5)(iv) Press Release, issued by the Offerors on July 6, 2021.

Exhibit No.	Description
(a)(1)(i)†	U.S. Offer to Purchase, dated May 24, 2021.
(a)(1)(ii)†	Form of ADS Letter of Transmittal for Series B Shares.
(a)(1)(iii)†	Acceptance Letter for Tenders of Series B Shares held by U.S. Persons.
(a)(1)(iv)†	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Series B Shares).
(a)(1)(v)†	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (ADSs).
(a)(1)(vi)†	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Series B Shares).
(a)(1)(vii)†	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (ADSs).
(a)(1)(viii)†	Summary Publication published on May 24, 2021, in the Wall Street Journal.
(a)(1)(ix)†	Supplement to U.S. Offer to Purchase, dated June 9, 2021
(a)(1)(x)†	Press Release, issued by the Offerors on June 16, 2021.
(a)(1)(xi)†	Amendment No. 2 to the Schedule TO, dated June 16, 2021 (incorporated by reference to the Schedule TO/A filed to the SEC by the

- Offerors on June 16, 2021).
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4)† [Incorporated by reference herein as Exhibit \(a\)\(1\)\(i\).](#)
- (a)(5)(i)† [SETA Financial Statements for the Years Ended December 31, 2020 and 2019.](#)
- (a)(5)(ii)† [Press Release, issued by the Offerors on May 24, 2021.](#)
- (a)(5)(iii)† [Press Release, issued by the Offerors on June 30, 2021.](#)
- (a)(5)(iv)† [Press Release, issued by the Offerors on July 6, 2021.](#)
- (b)† [Form of Loan Agreement between Aerodrome Infrastructure S.à r.l. and Fintech Investments Ltd.](#)
- (d) None.
- (g) None.
- (h) None.
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† Previously filed

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: July 6, 2021

DAVID MARTÍNEZ

By: /s/ David Martínez

FINTECH HOLDINGS INC.

By: /s/ David Martínez

Name: David Martínez
Title: Authorized Person

BAGUAL S.À R.L.

By: /s/ Julio Rafael Rodriguez, Jr.

Name: Julio Rafael Rodriguez, Jr.
Title: Authorized Person

GRENADIER S.À R.L.

By: /s/ Julio Rafael Rodriguez, Jr.

Name: Julio Rafael Rodriguez, Jr.
Title: Authorized Person

PEQUOD S.À R.L.

By: /s/ Julio Rafael Rodriguez, Jr.

Name: Julio Rafael Rodriguez, Jr.
Title: Authorized Person

HARPOON S.À R.L.

By: /s/ Julio Rafael Rodriguez, Jr.

Name: Julio Rafael Rodriguez, Jr.
Title: Authorized Person

EXPANSE S.À R.L.

By: /s/ Julio Rafael Rodriguez, Jr.

Name: Julio Rafael Rodriguez, Jr.
Title: Authorized Person

SERVICIOS DE TECNOLOGÍA AEROPORTUARIA S.A. DE C.V.

By: /s/ Christian Whamond

Name: Christian Whamond

Title: Authorized Person

AERODROME INFRASTRUCTURE S.À R.L.

By: /s/ Julio Rafael Rodriguez, Jr.

Name: Julio Rafael Rodriguez, Jr.

Title: Authorized Person

Aerodrome and Affiliates Announce Final Results of Their Previously Announced Tender Offers for Series B Shares of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V.

Mexico City, July 6, 2021 – Aerodrome Infrastructure S.à r.l. (“Aerodrome”), along with its affiliates Servicios de Tecnología Aeroportuaria, S.A. de C.V. (“SETA”), Bagual S.à r.l. (“Bagual”), Grenadier S.à r.l. (“Grenadier”), Pequod S.à r.l. (“Pequod”), Harpoon S.à r.l. (“Harpoon”), Expanse S.à r.l. (“Expanse”), Fintech Holdings Inc. (“FH”), and David Martínez (“Mr. Martínez” and, together with Aerodrome, SETA, Bagual, Grenadier, Pequod, Harpoon, Expanse and FH, the “Offerors”), announced today the final results of their previously announced cash tender offer in the U.S. (the “U.S. Offer”) for up to 60,155,201 (1) outstanding Series B ordinary shares, without par value (the “Series B Shares”) of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V. (“OMA”), a publicly traded corporation organized under the laws of Mexico, held by U.S. persons, and (2) Series B Shares represented by outstanding American depositary shares (whether held or not by U.S. persons) (each representing eight Series B Shares) (the “ADSs” and, together with the Series B Shares, the “Securities”). The U.S. Offer was made in conjunction with an offer by Aerodrome in Mexico directed to holders of Series B Shares, but not holders of ADSs (the “Mexican Offer,” and together with the U.S. Offer, the “Offers”).

The Offers expired at 8:00 a.m., New York City time, on June 30, 2021 (the “Expiration Date”).

American Stock Transfer & Trust Company, LLC, the ADS receiving agent for the U.S. Offer, and J.P. Morgan Casa de Bolsa, S.A. de C.V., J.P. Morgan Grupo Financiero, the Series B Shares receiving agent for the Offers, have advised the Offerors that as of 8:00 a.m., New York City time on the Expiration Date, a total of 1,579,317 ADSs, representing 12,634,536 Series B Shares, and 90,217,248 Series B Shares, were validly tendered and not withdrawn.

Because the purchase of all Securities tendered in the Offers would cause the Offerors to purchase an aggregate amount of Series B Shares, including Series B Shares represented by ADSs, that would exceed the total number of Series B Shares, including Series B Shares represented by ADSs, that the Offerors have offered to purchase pursuant to the Offers, the Offerors have accepted and will purchase 923,703 ADSs, representing 7,389,624 Series B Shares, and 52,765,577 Series B Shares, based on a proration factor of approximately 58.49%. Any tendered Securities that have not been accepted for purchase will be returned or credited without expense to the holder’s account.

The offer prices payable by Aerodrome will be Ps.137 per Series B Share and Ps.1,096 per ADS, for a total of approximately Ps.8,241 million. The offer price for Series B Shares accepted in the Offers will be settled in Mexican pesos and will be paid through S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. (“Indeval”), the Mexican securities clearing system, and participants in Indeval. The offer price for ADSs accepted in the U.S. Offer will be paid in U.S. dollars and will be paid to American Stock Transfer & Trust Company, LLC, as ADS receiving agent, in U.S. dollars, based on the U.S. dollar / Mexican peso spot market rate available to the ADS receiving agent on the Payment Date.

In accordance with the terms of the Offers, payment for Securities validly tendered and accepted for purchase in the Offers is expected to occur on July 9, 2021 (the “Payment Date”). Upon the settlement of the Offers, taking into account the Series B Shares currently owned by SETA, the Offerors will own, directly or indirectly, 30.1% of OMA’s outstanding capital stock.

All conditions described in the U.S. Offer to Purchase that were to be satisfied or waived on or prior to the Expiration Date, were satisfied or waived on or prior to the Expiration Date.

The U.S. Offer was made upon the terms and subject to the conditions set forth in the U.S. offer to purchase, dated May 24, 2021 (as amended and restated, the “U.S. Offer to Purchase”), and the related ADS letter of transmittal, the Series B acceptance letter and related documents filed by the Offerors with the Securities and Exchange Commission (the “U.S. Tender Offer Materials”).

* * *

This press release is for informational purposes only and does not constitute an offer to buy or a solicitation of an offer to sell any securities of OMA. Complete terms and conditions of the U.S. Offer are set forth in the U.S. Offer to Purchase and the other U.S. Tender Offer Materials. This announcement is not for publication, release or distribution in or into or from any jurisdiction where it would otherwise be prohibited.

D.F. King & Co., Inc. acted as the U.S. information agent for the U.S. Offer. The U.S. information agent may be contacted at, for bankers and brokers call collect: (212) 269 5550, all others call toll free: (800) 488-8035, email: OMA@dfking.com.

The ADS receiving agent for the U.S. Offer was American Stock Transfer & Trust Company, LLC. The ADS receiving agent may be contacted at: (877) 248-6417 or (718) 921-8317, fax (718) 234-5001. The Series B receiving agent for the U.S. Offer was J.P. Morgan Casa de Bolsa, S.A. de C.V., J.P. Morgan Grupo Financiero. The Series B receiving agent may be contacted at: +(52 55) 5540-9317.

Forward-Looking Statements

This announcement contains forward-looking statements. Forward-looking statements are information of a non-historical nature or which relate to future events and are subject to risks and uncertainties. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions. The Offerors undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

Media Contact:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor, New York, NY 10005

Attention: Geoffrey Weinberg

(917) 473-2984

Bankers and Brokers Call Collect: (212) 269-5550

All Others Call Toll-Free: (800) 488-8035

Email: OMA@dfking.com
