

FIRST TRUST FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II

Form SC TO-I/A

September 29, 2009

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

AMENDMENT NO. 2

TO

SCHEDULE TO
(Rule 14d-100)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of the
Securities Exchange Act of 1934

FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II
(Name of Subject Company (Issuer))

FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II
(Name of Filing Person (Issuer))

AUCTION MARKET PREFERRED SHARES, SERIES A

AUCTION MARKET PREFERRED SHARES, SERIES B

PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

Series A - 33733U 207

Series B - 33733U 306

(CUSIP Number of Class of Securities)

W. Scott Jardine, Esq.
Secretary

First Trust/Four Corners Senior Floating Rate Income Fund II
120 East Liberty Drive, Suite 400
Wheaton, Illinois 60187
Telephone: (800) 621-1675

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Filing Person(s))

With a Copy to:

Eric F. Fess
Chapman and Cutler LLP
111 West Monroe Street
Chicago, Illinois 60603
Telephone: (312) 845-3000

Calculation of Filing Fee

Transaction Valuation
\$80,016,778(a)

Amount of Filing Fee
\$4,464.94(b)

- (a) The transaction value is estimated solely for the purpose of calculating the filing fee. It is calculated as the aggregate maximum purchase price to be paid for 1,600 Auction Market Preferred Shares, Series A, and 1,600 Auction Market Preferred Shares, Series B, in the offer, based upon a price of 100% of the liquidation preference of \$25,000 per share plus unpaid dividends accrued through September 28, 2009 at assumed rates equal to the current applicable dividend rates.

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(b) Calculated at \$55.80 per \$1,000,000 of the Transaction Valuation.

[X] 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: \$4,464.94

Filing Party: First Trust/Four
Corners Senior Floating Rate
Income Fund II

Form or Registration No.: Schedule TO

Date Filed: August 28, 2009 and
September 15, 2009

[X] 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:

INTRODUCTION

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on August 28, 2009, as amended by Amendment No. 1 filed on September 15, 2009 (the "Schedule TO") by First Trust/Four Corners Senior Floating Rate Income Fund II (the "Fund"), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which relates to the Fund's offer to purchase for cash up to 100% of its outstanding Auction Market Preferred Shares, par value \$0.01 per share ("AMPS"), consisting of 1,600 shares of Series A AMPS and 1,600 shares of Series B AMPS (collectively, the "AMPS Shares"), upon the terms and subject to the conditions set forth in the Fund's Offer to Purchase dated August 28, 2009 (the "Offer to Purchase") and the related Letter of Transmittal, which together constitute the "Offer" and which are filed as exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO.

All information in the Offer, including all schedules and annexes thereto, which was previously filed with the Schedule TO, is expressly incorporated by reference in this Amendment in response to all items required in the Schedule TO, except that such information is hereby amended and restated to the extent specifically provided for herein. All capitalized terms used in this Amendment and not otherwise defined herein have the respective meanings ascribed to them in the Offer. This Amendment is the final amendment to the Schedule TO and is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(4) under the Exchange Act.

ITEM 4. TERMS OF THE TRANSACTION

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following thereto:

On September 29, 2009, the Fund issued a press release announcing the final results of the Offer, which expired at 5:00 p.m. Eastern Time, on September 28, 2009. A copy of the press release relating to the announcement of the final results of the Offer is filed herewith 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 to add the following exhibit:

(a) (5) (iv) Press Release issued by the Fund dated September 29, 2009.

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.

FIRST TRUST/FOUR CORNERS SENIOR
FLOATING RATE INCOME FUND II

By: /s/ James A. Bowen

Name: James A. Bowen
Title: President

Dated: September 29, 2009

EXHIBIT INDEX

Exhibit No.	Document
(a) (1) (i) *	Offer to Purchase dated August 28, 2009
(a) (1) (ii) *	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9)
(a) (1) (iii) *	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees

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- (a) (1) (iv) * Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- (a) (1) (v) * Notice of Withdrawal
- (a) (5) (i) * Press Release issued by the Fund dated August 25, 2009
- (a) (5) (ii) * Press Release issued by the Fund dated August 28, 2009
- (a) (5) (iii) * Press Release issued by the Fund dated September 14, 2009
- (a) (5) (iv) ** Press Release issued by the Fund dated September 29, 2009

* Previously Filed

** Filed herewith.