

PROVENA FOODS INC
Form S-8 POS
February 14, 2007

As filed with the Securities and Exchange Commission on February 14, 2007

Registration No. 333-79815

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

**REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

PROVENA FOODS INC.

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of incorporation or organization)

95-2782215

(I.R.S. Employer Identification No.)

5010 Eucalyptus Avenue, Chino, California 91710

(Address, including zip code, of registrant's principal executive offices)

1988 Stock Purchase Plan
(Full title of the plan)

Brian D. Johnson, Esq.
Hormel Foods Corporation
1 Hormel Place
Austin, Minnesota 55912
(507) 437-5220

(Name, address and telephone number, including area code, of agent for service)

Copy to:

Robert A. Rosenbaum, Esq.
Dorsey & Whitney LLP
50 South Sixth Street, Suite 1500
Minneapolis, MN 55402
(612) 340-2600

TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-79815) of Provena Foods Inc., a California corporation (the Company), filed on June 2, 1999, pertaining to 500,000 shares of the Company's common stock issuable under the Company's 1988 Stock Purchase Plan.

On December 15, 2006, Crumbles Acquisition Corp. (Merger Sub), a Delaware corporation and a wholly owned subsidiary of Hormel Foods Corporation (Hormel Foods), a Delaware corporation, merged (the Merger) with and into the Company, pursuant to the terms of an Agreement and Plan of Merger, dated as of September 6, 2006, by and among Hormel Foods, the Company and Merger Sub (the Merger Agreement). Pursuant to the terms of the Merger Agreement, each share of the Company's common stock outstanding at the effective time of the Merger (the Effective Time) was converted into the right to receive 0.08 shares of Hormel Foods common stock, par value \$0.0586 per share, and cash in lieu of fractional shares (collectively, the Merger Consideration). As a result of the Merger, the Company became a wholly owned subsidiary of Hormel Foods.

Pursuant to the terms of the Merger Agreement, at the Effective Time, each outstanding option to purchase common stock of the Company, whether or not exercisable at the Effective Time, was cancelled and the holders received a cash payment equal to \$0.50 multiplied by the number of shares of Company common stock issuable upon exercise of the Company stock options. In addition, at the Effective Time, each restricted share of Company common stock became fully vested and, like all other shares of Company common stock in the Merger, was converted into the Merger Consideration.

Therefore, as of the Effective Time, the Company's stock option plan and employee stock purchase plan have been terminated and all outstanding rights under such plans have been converted as described above and the Company hereby removes from registration the shares of common stock of the Company registered pursuant to this Registration Statement and any additional securities registered pursuant to this Registration Statement that remain unissued.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Minnesota, on February 14, 2007.

PROVENA FOODS INC.

By: /s/ Gary J. Ray
Name: Gary J. Ray
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities indicated on the 14th day of February, 2007.

| Signature | Title |
|--|---|
| /s/ Gary J. Ray Gary J. Ray | Chief Executive Officer , Chairman of the Board and Director (principal executive officer) |
| /s/ Jody H. Feragen Jody H. Feragen | Chief Financial Officer, Senior Vice President and Director (principal financial and accounting officer) |
| /s/ Frank L. Kubesh Frank L. Kubesh | Director |
| /s/ Brian D. Johnson Brian D. Johnson | Director |