

SAFEWAY INC
Form S-3MEF
July 11, 2002

Table of Contents

As filed with the Securities and Exchange Commission on July 11, 2002.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

SAFEWAY INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

94-3019135
(I.R.S. Employer
Identification Number)

5918 Stoneridge Mall Road
Pleasanton, California 94588
(925) 467-3000
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

Robert A. Gordon
Senior Vice President, General Counsel and Secretary
Safeway Inc.
5918 Stoneridge Mall Road
Pleasanton, California 94588
(925) 467-3000
(Name, Address, Including Zip Code, and Telephone Number, Including
Area Code, of Agent for Service)

Copies to:
Tracy K. Edmonson
Latham & Watkins
505 Montgomery Street, Suite 1900
San Francisco, California 94111
(415) 391-0600

Approximate Date of Commencement of Proposed Sale to the Public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

Edgar Filing: SAFEWAY INC - Form S-3MEF

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.
333-55008

Table of Contents

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Debt Securities	(2)	(2)
Common Stock, par value \$0.01 per share		
Total	\$80,000,000	\$7,360

- (1) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended, and reflects the offering price rather than the principal amount of any debt securities issued at a discount.
- (2) Omitted pursuant to General Instruction II.D. to Form S-3 under the Securities Act of 1933, as amended.

TABLE OF CONTENTS

SIGNATURES

EXHIBIT INDEX

Exhibit 23.1

Table of Contents

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of an additional \$80,000,000 of debt and equity securities pursuant to Rule 462(b) of the Securities Act of 1933. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-55008) filed with the SEC on February 5, 2001 and which was declared effective by the SEC on February 12, 2001.

EXHIBITS

Exhibit Number	Description
5	Opinion of Latham & Watkins (incorporated by reference to Exhibit 5 to our registration statement on Form S-3 (File No. 333-55008)).
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Latham & Watkins (incorporated by reference to Exhibit 5 to our registration statement on Form S-3 (File No. 333-55008)).

/s/ Rebecca A. Stirn

Director

July 11, 2002

Rebecca A. Stirn

Director

William Y. Tauscher

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description
5	Opinion of Latham & Watkins (incorporated by reference to Exhibit 5 to our registration statement on Form S-3 (File No. 333-55008)).
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Latham & Watkins (incorporated by reference to Exhibit 5 to our registration statement on Form S-3 (File No. 333-55008)).