SAFEWAY INC Form S-3MEF July 11, 2002 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. []

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. [X]

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. [X] 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 an | d 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.

2

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)). |
| | |
| | 3 |

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Pleasanton, State of California, on July 11, 2002.

| SAF | FEWAY INC | |
|-----|----------------------|--|
| Ву | /s/ Robert A. Gordon | |
| | | |

Robert A. Gordon Senior Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by each of the following persons in the capacities and on the dates indicated:

| /s/ Steven A. Burd | Chairman, President and Chief Executive Officer (Principal | July 11, 2002 |
|---------------------------------------|--|---------------|
| Steven A. Burd | Executive Officer) | |
| /s/ Vasant M. Prabhu | Executive Vice President and Chief Financial | July 11, 2002 |
| Vasant M. Prabhu | Officer (Principal Financial and Accounting Officer) | |
| /s/ James H. Greene, Jr. | Director | July 11, 2002 |
| James H. Greene, Jr. | | |
| /s/ Paul Hazen | Director | July 11, 2002 |
| Paul Hazen | | |
| /s/ Hector Ley Lopez | Director | July 11, 2002 |
| Hector Ley Lopez | | |
| | | |
| /s/ Robert I. MacDonnell | Director | July 11, 2002 |
| Robert I. MacDonnell | | |
| /s/ Peter A. Magowan | Director | July 11, 2002 |
| · · · · · · · · · · · · · · · · · · · | - | July 11, 2002 |
| Peter A. Magowan | | |
| | - Director | |
| George R. Roberts | | |

| /s/ Rebecca A. Stirn | Director | July 11, 2002 |
|----------------------|----------|---------------|
| Rebecca A. Stirn | | |
| | Director | |
| William Y. Tauscher | Director | |
| | | |
| | 4 | |

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)). | |