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SAFEWAY INC
Form S-8 POS
May 23, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 23, 2003

REGISTRATION NO. 333-91975

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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

SAFEWAY INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

5918 Stoneridge Mall Road
Pleasanton, California 94588
(Address of principal executive offices)
(Zip)

94-3019135
(I.R.S. Identifi
Number)

RANDALLS FOOD MARKETS, INC.
ESOP/401(K) SAVINGS PLAN

DOMINICK'S FINER FOODS, INC.
401(K) RETIREMENT PLAN
FOR UNION EMPLOYEES, AS AMENDED

DOMINICK'S FINER FOODS, INC.
401(K) RETIREMENT PLAN
FOR NON-UNION EMPLOYEES, AS AMENDED

(Full titles of the plans)

Robert A. Gordon, Esq.
Senior Vice President, General Counsel and Secretary
SAFEWAY INC.
5918 Stoneridge Mall Road
Pleasanton, California 94588
(925) 467-3000
(Name, address and telephone number, including area code, of agent for service)

Copies to:
Scott R. Haber, Esq.

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Latham & Watkins
505 Montgomery Street, Suite 1900
San Francisco, California 94111
(415) 391-0600

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DEREGISTRATION OF SECURITIES

On December 2, 1999, Safeway, Inc. (the "Registrant") filed a registration statement on Form S-8 (No. 333-91975) (the "Registration Statement") which registered the issuance of 2,500,000 shares of the Registrant's common stock, par value \$.01 per share ("Registrant's Common Stock"), to be sold pursuant to the Randalls Food Markets, Inc. ESOP/401(k) Savings Plan (the "Randalls 401(k) Plan"); 1,000,000 shares of Registrant's Common Stock to be sold pursuant to the Dominick's Finer Foods, Inc. 401(k) Retirement Plan for Union Employees, as amended (the "Dominick's Union 401(k) Plan"); and 4,000,000 shares of Registrant's Common Stock to be sold pursuant to the Dominick's Finer Foods, Inc. 401(k) Retirement Plan for Non-Union Employees, as amended (the "Dominick's Non-Union 401(k) Plan"). Pursuant to General Instruction F to Form S-8 and Rule 416(c) under the Securities Act of 1933, as amended, the Registration Statement also covered an indeterminate amount of interests to be offered or sold pursuant to the Randalls 401(k) Plan, the Dominick's Union 401(k) Plan, and the Dominick's Non-Union 401(k) Plan.

The Randalls 401(k) Plan was merged into the Safeway 401(k) Savings Plan and Trust, subject to SEC Registration No. 333-85132 (the "Safeway 401(k) Plan"), on or about November 1, 2001. The Dominick's Non-Union 410(K) Plan was merged into the Safeway 401(k) Plan on or about November 1, 2002. Therefore, effective as of their respective merger dates, no further shares or interests are issuable under the Randalls 401(k) Plan or the Dominick's Non-Union 401(k) Plan. Accordingly, the Registrant is filing this Post-Effective Amendment No. 1 to terminate the Registration Statement ("Post-Effective Amendment No. 1") with regard to all remaining shares and interests issuable but not issued under the Randalls 401(k) Plan and the Dominick's Non-Union 401(k) Plan at the time of their respective mergers into the Safeway 401(k) Plan.

This Post-Effective Amendment No. 1 does not affect the registration of the shares and interests in the Dominick's Union 401(k) Plan. Shares and interests issuable under the Dominick's Union 401(k) Plan continue to be subject to the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-91975 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California on this 23rd day of May, 2003.

SAFEWAY INC.

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By: /s/ Robert A. Gordon

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Robert A. Gordon with full power of substitution and full power to act without the other, such person's true and lawful attorney-in-fact and agent to act for such person in such person's name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to Registration Statement No. 333-91975 on Form S-8 and this Post-Effective Amendment No. 1 thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully, to all intents and purposes, as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement No. 333-91975 has been signed by the following persons in the capacities indicated on May 23, 2003.

Signature -----	Title -----
/s/ Steven A. Burd ----- Steven A. Burd	Chairman, President and Chief Executive Officer (Principal Executive Officer)
/s/ Vasant M. Prabhu ----- Vasant M. Prabhu	Executive Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ James H. Greene, Jr. ----- James H. Greene, Jr.	Director
/s/ Paul Hazen ----- Paul Hazen	Director
/s/ Hector Ley Lopez ----- Hector Ley Lopez	Director
/s/ Robert I MacDonnell ----- Robert I. MacDonnell	Director

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/s/ Peter A. Magowan Director

Peter A. Magowan

Director

George R. Roberts

/s/ Rebecca A. Stirn Director

Rebecca A. Stirn

/s/ William Y. Tauscher Director

William Y. Tauscher

Pursuant to the requirements of the Securities and Exchange Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the Benefit Plans Committee, thereunto duly authorized in the city of Pleasanton, state of California on May 23, 2003.

RANDALLS FOOD MARKETS, INC.
ESOP/401(K) SAVINGS PLAN

/s/ David F. Bond

David F. Bond

/s/ Michael J. Boylan

Michael J. Boylan

/s/ Gerri Burruel

Gerri Burruel

/s/ Frank Calfas

Frank Calfas

/s/ Dick W. Gonzales

Dick W. Gonzales

/s/ Melissa C. Plaisance

Melissa C. Plaisance

/s/ Vasant M. Prabhu

Vasant M. Prabhu

Pursuant to the requirements of the Securities and Exchange Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the Benefit Plans Committee, thereunto duly authorized in the city of Pleasanton, state of California on May 23, 2003.

DOMINICK'S FINER FOODS, INC. 401(K) RETIREMENT
PLAN FOR NON-UNION EMPLOYEES, AS AMENDED

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/s/ David F. Bond

David F. Bond

/s/ Michael J. Boylan

Michael J. Boylan

/s/ Gerri Burruel

Gerri Burruel

/s/ Frank Calfas

Frank Calfas

/s/ Dick W. Gonzales

Dick W. Gonzales

/s/ Melissa C. Plaisance

Melissa C. Plaisance

/s/ Vasant M. Prabhu

Vasant M. Prabhu