

Edgar Filing: FLOWERS FOODS INC - Form S-8 POS

FLOWERS FOODS INC  
Form S-8 POS  
May 31, 2001

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As filed with the Securities and Exchange Commission on May 31, 2001  
Registration No. 333-58320

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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FLOWERS FOODS, INC.  
(Exact name of issuer as specified in its charter)

Georgia  
(State or other jurisdiction of  
incorporation or organization)

58-2582379  
(I.R.S. Employee  
Identification No.)

1919 Flowers Circle  
Thomasville, Georgia 31757  
(Address of principal executive offices)

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FLOWERS FOODS, INC. 401(K) RETIREMENT SAVINGS PLAN  
(Full title of the plan)

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G. Anthony Campbell, Esq.  
Flowers Foods, Inc.  
1919 Flowers Circle  
Thomasville, Georgia 31757  
(Name and address of agent for service)

(229) 226-9110  
(Telephone number, including area code, of agent for service)

With a copy to:  
Lizanne Thomas, Esq.  
Jones, Day, Reavis & Pogue  
3500 SunTrust Plaza  
303 Peachtree Street, N.E.  
Atlanta, Georgia 30308-3242

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CALCULATION OF REGISTRATION FEE

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Title of securities to be registered(1)	Amount to be registered	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration f
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(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) Not applicable. All filing fees paid in connection with the registration of these securities were paid with the filing with the Securities and Exchange Commission of the Registration Statement on Form S-8 (333-58320) filed on April 5, 2001 being amended by this post-effective amendment.

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

On April 5, 2001, Flowers Foods, Inc. filed a Registration Statement on Form S-8 (File No. 333-58320) with the Securities and Exchange Commission. The contents of the registration statement are incorporated herein by reference.

ITEM 8. EXHIBITS.

Exhibit Number	Description
24	Power of Attorney

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Amendment to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Thomasville, State of Georgia, on the 31st day of May, 2001.

FLOWERS FOODS, INC.

By: /s/ Amos R. McMullian

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 Amos R. McMullian  
 Chairman of the Board of Directors  
 and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature -----	Title -----
By: /s/ Amos R. McMullian ----- Amos R. McMullian	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
By: /s/ Jimmy M. Woodward ----- Jimmy M. Woodward	Vice President and Chief Financial Officer (Principal Accounting Officer)
By: /s/ G. Anthony Campbell ----- G. Anthony Campbell	Secretary and General Counsel
By:                   * ----- Robert P. Crozer	Director
By:                   * ----- Edward L. Baker	Director
By:                   * ----- Jackie M. Ward	Director

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Signature -----	Title -----
By:                   * ----- C. Martin Wood III	Director
By:                   * -----	Director

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Joe E. Beverly

By:                   \*   Director

-----  
J.V. Shields, Jr.

By:                   \*   Director

-----  
Franklin L. Burke

By:                   \*   Director

-----  
Langdon S. Flowers

By:                   \*   Director

-----  
Joseph L. Lanier

\*By: /s/ G. Anthony Campbell  
-----  
G. Anthony Campbell  
Attorney-in Fact

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933 the trustees have duly caused this Amendment No. 1 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Thomasville, State of Georgia on this 31st day of May, 2001.

FLOWERS FOODS, INC.  
401(K) RETIREMENT SAVINGS PLAN

By: /s/ R. Steven Kinsey  
-----  
Plan Administrator

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EXHIBIT INDEX

Exhibit Number -----	Description -----	Index -----
24	Power of Attorney	Filed herewith

