

CHS INC  
Form S-1MEF  
March 04, 2014

As filed with the Securities and Exchange Commission on March 4, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-1**

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

**CHS INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**41-0251095**  
(I.R.S. Employer  
Identification Number)

**5150**  
(Primary Standard Industrial  
Classification Code Number)

**5500 Cenex Drive**  
**Inver Grove Heights, Minnesota 55077**  
**(651) 355-6000**  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive  
offices)

**Lisa Zell**  
**Executive Vice President and General Counsel**  
**CHS Inc.**  
**5500 Cenex Drive**  
**Inver Grove Heights, Minnesota 55077**  
**(651) 355-6831**  
**Fax (651) 355-4554**  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:

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David P. Swanson  
 Steven Khadavi  
 Dorsey & Whitney LLP  
 50 South Sixth Street  
 Minneapolis, Minnesota 55402  
 (612) 340-2600  
 Fax (612) 340-2868

Edward F. Petrosky  
 Samir A. Gandhi  
 Sidley Austin LLP  
 787 Seventh Avenue  
 New York, New York 10019  
 (212) 839-5300  
 Fax (212) 839-5599

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

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, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-193891

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 this Form is a post-effective amendment filed pursuant to Rule 462(d) 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to Be Registered	Number of Shares to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Class B Reset Rate Cumulative Redeemable Preferred Stock, Series 2	2,800,000	\$ 25.00	\$ 70,000,000	\$ 9,016

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- (1) Includes shares of Class B Reset Rate Cumulative Redeemable Preferred Stock, Series 2, which may be purchased by the underwriters to cover their over-allotment option to purchase additional shares of Class B Reset Rate Cumulative Redeemable Preferred Stock, Series 2.
- (2) Estimated pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.**

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**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed with respect to the registration of additional shares of Class B Reset Rate Cumulative Redeemable Preferred Stock, Series 2, of CHS Inc. pursuant to Rule 462(b) under the Securities Act of 1933. The contents of the earlier Registration Statement on Form S-1 (File No. 333-193891), which was declared effective by the Securities and Exchange Commission on March 3, 2014, are incorporated in this Registration Statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Inver Grove Heights, State of Minnesota, on March 4, 2014.

**CHS Inc.**

By: /s/ LISA ZELL  
Lisa Zell  
*Executive Vice President and General Counsel*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on March 4, 2014.

Name	Title
* Carl M. Casale	President and Chief Executive Officer (Principal Executive Officer)
* Timothy Skidmore	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* Theresa Egan	Vice President, Accounting and Corporate Controller (Principal Accounting Officer)
* David Bielenberg	Director and Chairman of the Board of Directors
* Donald Anthony	Director
* Robert Bass	Director
* Clinton J. Blew	Director
* Dennis Carlson	Director

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\*  
Curt Eischens

Director

\*  
Jon Erickson

Director

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Name	Title
* Steve Fritel	Director
* Jerry Hasnedl	Director
* Alan Holm	Director
* David Johnsrud	Director
* David Kayser	Director
* Randy Knecht	Director
* Greg Kruger	Director
* Edward Malesich	Director
* Steve Riegel	Director
* Daniel Schurr	Director

By: */s/ LISA ZELL*  
Lisa Zell  
*Attorney in Fact*

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\* Executed pursuant to a power of attorney filed as an exhibit to this Registration Statement

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<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Dorsey & Whitney LLP
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Dorsey & Whitney LLP (included in Exhibit 5.1)
24.1	Power of Attorney (Incorporated by reference to the registrant's Registration Statement on Form S-1 (File No. 333-193891), filed February 11, 2014)