

OIL DRI CORP OF AMERICA  
Form S-8 POS  
October 10, 2014

**As filed with the United States Securities and Exchange Commission on October 10, 2014**

**Registration Nos. 333-24977**

**333-57625**

**333-87008**

**333-87010**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**Post-Effective Amendment No. 1 to Form S-8 (Registration No. 333-24977)**

**Post-Effective Amendment No. 1 to Form S-8 (Registration No. 333-57625)**

**Post-Effective Amendment No. 1 to Form S-8 (Registration No. 333-87008)**

**Post-Effective Amendment No. 1 to Form S-8 (Registration No. 333-87010)**

**UNDER THE SECURITIES ACT OF 1933**

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**OIL-DRI CORPORATION OF AMERICA**

(Exact name of registrant as specified in its charter)

**Delaware**

**36-2048898**

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

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**410 North Michigan Avenue, Suite 400**

**Chicago, Illinois 60611-4213**

(Address of registrant's principal executive office)

**OIL-DRI CORPORATION OF AMERICA 1995 LONG-TERM INCENTIVE PLAN**

**OIL-DRI CORPORATION OF AMERICA OUTSIDE DIRECTOR STOCK PLAN**

(Full title of the plans)

**Douglas A. Graham**

**Vice President and General Counsel**

**410 North Michigan Avenue, Suite 400**

**Chicago, Illinois 60611-4213**

**(312) 321-1515**

(Name, address, including zip code and telephone number, including area code, of agent for service)

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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.

Large accelerated  
filer

Accelerated  
filer

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

Smaller reporting  
company

**Explanatory Note**

Oil-Dri Corporation of America (the “Registrant”) has terminated any and all offerings of its securities pursuant to the registration statements on Form S-8 (Registration Nos. 333-24977, 333-57625, 333-87008 and 333-87010) (collectively, the “Registration Statements”), and is hereby filing this Post-Effective Amendment No. 1 to each Registration Statement to terminate the effectiveness of each such Registration Statement and, in accordance with an undertaking in each Registration Statement, to remove from registration any and all securities registered which remain unsold under the Registration Statements.

**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 the Registration Statements to be signed on its behalf by the undersigned on this 10th day of October, 2014.

OIL-DRI CORPORATION OF AMERICA

By: */s/ Douglas A. Graham*  
 Douglas A. Graham  
 Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signatures</b>                                         | <b>Title</b>                                                                     | <b>Date</b>      |
|-----------------------------------------------------------|----------------------------------------------------------------------------------|------------------|
| *<br>Richard M. Jaffee                                    | Chairman of the Board of Directors                                               | October 10, 2014 |
| <i>/s/ Daniel S. Jaffee</i><br>Daniel S. Jaffee           | President and Chief Executive Officer, Director<br>(Principal Executive Officer) | October 10, 2014 |
| <i>/s/ Daniel T. Smith</i><br>Daniel T. Smith             | Vice President, Chief Financial Officer<br>(Principal Financial Officer)         | October 10, 2014 |
| <i>/s/ Paula J. Krystopolski</i><br>Paula J. Krystopolski | Corporate Controller (Controller)                                                | October 10, 2014 |
| *<br>J. Steven Cole                                       | Director                                                                         | October 10, 2014 |
| *<br>Joseph C. Miller                                     | Vice Chairman of the Board of Directors                                          | October 10, 2014 |
| *<br>Allan H. Selig                                       | Director                                                                         | October 10, 2014 |

\* Pursuant to Power of Attorney

*/s/ Daniel S. Jaffee*  
Attorney-in-fact