

SAFEWAY INC  
Form S-8 POS  
January 30, 2015

As filed with the Securities and Exchange Commission on January 30, 2015

**Registration No. 033-37207**

**Registration No. 033-42432**

**Registration No. 033-48884**

**Registration No. 033-54581**

**Registration No. 033-63803**

**Registration No. 333-13677**

**Registration No. 333-87289**

**Registration No. 333-91975**

**Registration No. 333-30820**

**Registration No. 333-45920**

**Registration No. 333-64354**

**Registration No. 333-112976**

**Registration No. 333-143255**

**Registration No. 333-169021**

**Registration No. 333-169022**

**Registration No. 333-174465**

**Registration No. 333-190634**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 033-37207**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 033-42432**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 033-48884**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 033-54581**

**Post-Effective Amendment No. 2 to Form S-8 Registration No. 033-63803**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 333-13677**

**Post-Effective Amendment No. 2 to Form S-8 Registration No. 333-87289**

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**Post-Effective Amendment No. 2 to Form S-8 Registration No. 333-169022**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 333-174465**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 333-190634**

*UNDER*

*THE SECURITIES ACT OF 1933*

**SAFEWAY INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

<b>Delaware</b> <b>(State or Other Jurisdiction of</b>	<b>94-301935</b> <b>(I.R.S. Employer</b>
<b>Incorporation or Organization)</b>	<b>Identification Number)</b>
<b>5918 Stoneridge Mall Road</b>	
<b>Pleasanton, CA 94588</b>	
<b>(925) 467-3000</b>	
<b>(Address of Principal Executive Offices including Zip Code)</b>	

**Safeway Inc. 401(k) Plan and Trust**

**Amended and Restated Stock Option Plan for Key Employees of Safeway Inc.**

**Employee Stock Purchase Plan of Safeway Inc.**

**1994 Amended and Restated Stock Option and Incentive Plan for Key Employees of Safeway Inc.**

**Stock Option Plan for Consultants of Safeway Stores, Incorporated**

**Safeway Inc. 1999 Amended and Restated Equity Participation Plan**

**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**

**Safeway Inc. Executive Deferred Compensation Plan**

**Canada Safeway Limited Executive Deferred Compensation Plan**

**The 2001 Restatement of the Vons Companies, Inc. Pharmacists 401(k) Plan and Trust**

**Vons Companies, Inc. Pharmacists 401(k) Plan**

**Safeway Inc. 2007 Equity and Incentive Award Plan**

**Safeway Inc. 2011 Equity and Incentive Award Plan**

**(Full Title of the Plan)**

**Robert A. Gordon**

**Copy To:**

**Executive Vice President and General Counsel**

**Scott R. Haber**

**Safeway Inc.**

**Latham & Watkins LLP**

**5918 Stoneridge Mall Road**

**505 Montgomery Street, Suite 1900**

**Pleasanton, CA 94588**

**San Francisco, California 94111**

**(925) 467-3000**

**(415) 391-0600**

**(Name and Address, Including Zip Code, and Telephone Number,**

**Including Area Code, of Agent for Service)**

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 definition 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)

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Form S-8 Registration Statements of Safeway Inc., a Delaware corporation ( Safeway ) (collectively, the Registration Statements ):

Registration Statement No. 033-37207 filed with the United States Securities and Exchange Commission (the SEC ) on October 10, 1990 registering 1,500,000 shares of Safeway s common stock, par value \$0.01 per share ( Shares ), under the Safeway 401(k) Plan and Trust (the 401(k) Plan ), formerly called the Profit-Sharing Plan of Safeway and its United States Subsidiaries.

Registration Statement No. 033-42432 filed with the SEC on August 12, 1991 registering 14,266,278 Shares under the Amended and Restated Stock Option Plan for Key Employees of Safeway (the Stock Option Plan ).

Registration Statement No. 033-48884 filed with the SEC on June 26, 1992 registering 4,000,000 Shares under the Stock Option Plan.

Registration Statement No. 033-54581 filed with the SEC on July 15, 1994 registering 2,500,000 Shares under the Employee Stock Purchase Plan of Safeway.

Registration Statement No. 033-63803 filed with the SEC on October 30, 1995 registering 5,000,000 Shares under the 1994 Amended and Restated Stock Option and Incentive Plan for Key Employees of Safeway, as amended by Post-Effective Amendment No. 1 filed with the SEC on September 17, 1999.

Registration Statement No. 333-13677 filed with the SEC on October 8, 1996 registering 550,500 Shares under the Stock Option Plan for Consultants of Safeway Stores, Incorporated.

Registration Statement No. 333-87289 filed with the SEC on September 17, 1999 registering 5,600,000 Shares under the Safeway 1999 Amended and Restated Equity Participation Plan (the 1999 Equity Plan ), as amended by Post-Effective Amendment No. 1 filed with the SEC on June 5, 2007.

Registration Statement No. 333-91975 filed with the SEC on December 2, 1999 registering 2,500,000 Shares under the Randalls Food Markets, Inc. ESOP/401(k) Savings Plan, 1,000,000 Shares under the Dominick s Finer Foods, Inc. 401(k) Retirement Plan for Union Employees, as amended and 500,000 Shares under the Dominick s Finer Foods, Inc. 401(k) Retirement Plan for Non-Union Employees, as amended, as amended by Post-Effective Amendment No. 1 filed with the SEC on May 23, 2003.

Registration Statement No. 333-30820 filed with the SEC on February 22, 2000 registering \$40,000,000 of Safeway Executive Deferred Compensation Obligations under the Safeway Executive Deferred Compensation Plan and \$3,500,000 of Shares under the Canada Safeway Limited Executive Deferred Compensation Plan.

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Registration Statement No. 333-45920 filed with the SEC on September 15, 2000 registering 8,000,000 Shares under the 401(k) Plan.

Registration Statement No. 333-64354 filed with the SEC on July 2, 2001 registering 100,000 Shares under The 2001 Restatement of the Vons Companies, Inc. Pharmacists 401(k) Plan and Trust.

Registration Statement No. 333-112976 filed with the SEC on February 20, 2004 registering 15,000,000 Shares under the 1999 Equity Plan, as amended by Post-Effective Amendment No. 1 filed with the SEC on June 5, 2007.

Registration Statement No. 333-143255 filed with the SEC on May 25, 2007 registering 28,574,018 Shares under the Safeway 2007 Equity and Incentive Award Plan.

Registration Statement No. 333-169021 filed with the SEC on August 24, 2010 registering 50,000 Shares under The Vons Companies, Inc. Pharmacists 401(k) Plan.

Registration Statement No. 333-169022 filed with the SEC on August 24, 2010 registering 4,000,000 Shares under the 401(k) Plan, as amended by Post-Effective Amendment No. 1 filed with the SEC on June 24, 2011.

Registration Statement No. 333-174465 filed with the SEC on May 25, 2011 registering 20,000,000 Shares under the Safeway 2011 Equity and Incentive Award Plan.

Registration Statement No. 333-190634 filed with the SEC on August 15, 2013 registering 5,000,000 Shares under the 401(k) Plan.

Safeway is filing this Post-Effective Amendment to its Registration Statements to withdraw and remove from registration the unissued and unsold securities issuable by Safeway pursuant to the above referenced Registration Statements.

On March 6, 2014, Safeway, AB Acquisition LLC ( AB Acquisition ), Albertson's Holdings LLC ( Albertsons Holdings ), a subsidiary of AB Acquisition, Albertson's LLC ( Albertson's LLC ), a subsidiary of Albertsons Holdings, and Saturn Acquisition Merger Sub, Inc. ( Merger Sub ) and together with AB Acquisition, Albertsons Holdings and Albertson's LLC, Albertsons ), a subsidiary of Albertsons Holdings, entered into an Agreement and Plan of Merger, which was subsequently amended on April 7, 2014 pursuant to Amendment No. 1 and on June 13, 2014 pursuant to Amendment No. 2 (as amended, the Merger Agreement ), pursuant to which the parties agreed that, on the terms and subject to the conditions set forth in the Merger Agreement, AB Acquisition will acquire Safeway (the Merger ).

Pursuant to the Merger Agreement, Merger Sub will merge with and into Safeway with Safeway surviving as a wholly owned subsidiary of Albertsons. Further, each share of common stock of Safeway issued and outstanding immediately prior to the effective time of the Merger will be cancelled and converted automatically into the right to receive the per share merger consideration.

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As a result of the consummation of the transactions contemplated by the Merger Agreement, Safeway has terminated all offerings of its securities pursuant to the Registration Statements. In accordance with an undertaking made by Safeway in each of the Registration Statements to remove from registration by means of a post-effective amendment any securities that had been registered for issuance but remain unsold at the termination of the offering, Safeway hereby removes and withdraws from registration any and all securities of Safeway registered pursuant to the Registration Statements that remain unsold as of the date hereof.

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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 these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California, on January 30, 2015.

SAFEWAY INC.

By: /s/ Robert Gordon  
Robert Gordon

*Executive Vice President and General  
Counsel*

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments to the Registration Statements have been signed by the following persons in the capacities indicated below on January 30, 2015.

<b>Signature</b>	<b>Title</b>
/s/ Robert Edwards	Director, President and Chief Executive Officer
Robert Edwards	(Principal Executive Officer)
/s/ Peter Bocian	Executive Vice President and Chief Financial Officer
Peter Bocian	(Principal Financial Officer)
/s/ Dennis Dunne	Vice President Corporate Accounting
Dennis Dunne	(Principal Accounting Officer)
/s/ Robert Miller	Director
Robert Miller	
/s/ Howard Cohen	Director
Howard Cohen	
/s/ Ronald Kravit	Director
Ronald Kravit	
/s/ Ethan Klemperer	Director
Ethan Klemperer	



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/s/ Jay Schottenstein

Director

Jay Schottenstein

/s/ Hersch Klaff

Director

Hersch Klaff

*[Signature page to S-8 POS]*

*The Plan:* Pursuant to the requirements of the Securities Act, the Benefits Plan Committee of Safeway Inc. has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Pleasanton, State of California on January 30, 2015.

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By: /s/ Michael Boylan  
Michael Boylan

Benefits Plan Committee Secretary

*[Signature page to S-8 POS]*