

PICCADILLY CAFETERIAS INC
Form S-8 POS
July 29, 2003

As filed with the United States Securities and Exchange Commission on July 29, 2003.

Registration No. 333-103232

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

Piccadilly Cafeterias, Inc.

(Exact name of registrant as specified in its charter)

<p>Louisiana <i>(State or other jurisdiction of incorporation or organization)</i></p>		<p>72-0604977 <i>(I.R.S. Employer Identification No.)</i></p>
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3232 Sherwood Forest Blvd.

Baton Rouge, Louisiana 70816

(225) 296-8300

(Address, including zip code, and telephone number
including area code, of registrant's principal executive office)

PICCADILLY CAFETERIAS, INC.

DIRECTORS STOCK PLAN

(Full title of the Plan)

<p>John G. McGregor Interim Chief Executive Officer Piccadilly Cafeterias, Inc. 3232 Sherwood Forest Blvd. Baton Rouge, LA 70816 (225) 296-8300 <small>(Name, address, including zip code, and telephone number, including area code, of agent for service)</small></p>		<p>COPY TO Margaret F. Murphy Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P. 51st Floor 201 St. Charles Avenue New Orleans, Louisiana 70170</p>
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DEREGISTRATION

Pursuant to Item 512(a)(3) of Regulation S-K, and in accordance with the undertakings contained in Part II of this Registration Statement, the Registrant hereby files this Post-Effective Amendment No. 1 to remove from registration all of the securities registered under this Registration Statement that remain unissued as of the date hereof. This Registration Statement registered 250,000 shares of common stock, no par value, of Piccadilly Cafeterias, Inc. under the Piccadilly Cafeterias, Inc. Directors Stock Plan (the "Plan"). The Plan was terminated by the Company's Board of Directors on June 23, 2003. As of the date hereof, 29,414 shares of Piccadilly common stock have been issued under the Plan. The Registrant hereby removes from registration 220,586 shares of common stock registered pursuant to this Registration Statement.

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 Post-Effective Amendment to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on July 29, 2003.

	PICCADILLY CAFETERIAS, INC.	
	By:	/s/ John G. McGregor
		John G. McGregor Interim Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
*	Chairman of the Board	July 29, 2003
Joseph H. Campbell, Jr.		
/s/ John G. McGregor	Interim Chief Executive Officer (Principal Executive Officer)	July 29, 2003
John G. McGregor		
/s/ Mark L. Mestayer	Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 29, 2003
Mark L. Mestayer		

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<p style="text-align: center;">*</p>	<p style="text-align: center;">Director</p>	<p style="text-align: center;">July 29, 2003</p>
<p style="text-align: center;">Robert P. Guyton</p>		
<p style="text-align: center;">*</p>	<p style="text-align: center;">Director</p>	<p style="text-align: center;">July 29, 2003</p>
<p style="text-align: center;">Christel C. Slaughter</p>		
<p style="text-align: center;">*</p>	<p style="text-align: center;">Director</p>	<p style="text-align: center;">July 29, 2003</p>
<p style="text-align: center;">Dale E. Redman</p>		
<p style="text-align: center;">*</p>	<p style="text-align: center;">Director</p>	<p style="text-align: center;">July 29, 2003</p>
<p style="text-align: center;">James F. White, Jr.</p>		
<p style="text-align: center;">*</p>	<p style="text-align: center;">Director</p>	<p style="text-align: center;">July 29, 2003</p>
<p style="text-align: center;">James A. Perkins</p>		
<p style="text-align: center;">*</p>	<p style="text-align: center;">Director</p>	<p style="text-align: center;">July 29, 2003</p>

C. Ray Smith			
*By:	/s/ Mark L. Mestayer		July 29, 2003
	Mark L. Mestayer Attorney-in-Fact_		

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