

WINN DIXIE STORES INC
Form POS AM
December 14, 2006

As filed with the Securities and Exchange Commission on December 14, 2006

Registration No. 333-52874

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WINN-DIXIE STORES, INC.

(and the subsidiaries named in the Table of Additional Registrants)

(Exact name of registrant as specified in its charter)

FLORIDA
(State or other jurisdiction of
incorporation or organization)

59-0514290
(I.R.S. Employer Identification No.)

5050 Edgewood Court

Jacksonville, Florida 32254-3699

(904) 783-5000

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

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LAURENCE B. APPEL

Senior Vice President, General Counsel and Secretary

5050 Edgewood Court

Jacksonville, Florida 32254-3699

(904) 783-5000

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

COPIES TO:

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Approximate date of commencement of proposed sale to the public: Winn Dixie Stores, Inc. and certain subsidiaries named in the Table of Additional Registrants are amending this registration statement to deregister \$700,000,000 aggregate principal amount of debt securities.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box. "

If the only 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, other than securities offered only in connection with dividend or interest reinvestment plans, 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. "

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

THIS POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(C) OF THE SECURITIES ACT OF 1933, AS AMENDED, ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION MAY DETERMINE.

DEREGISTRATION OF SECURITIES

Winn-Dixie Stores, Inc. and the subsidiaries named in the Table of Additional Registrants are filing this Post-Effective Amendment No. 1 to their Registration Statement on Form S-3 (File No. 333-52874) in order to deregister \$700,000,000 aggregate principal amount of debt securities which were originally registered under the Securities Act of 1933 for issuance in one or more offerings and remain unsold.

TABLE OF ADDITIONAL REGISTRANTS

The following entities, which were listed in the Table of Additional Registrants on the original Registration Statement, have been dissolved or merged into other subsidiaries:

| Subsidiary | State of Organization | IRS Employer Identification No. |
|----------------------------|------------------------------|--|
| Astor Products, Inc. | Florida | 59-0858632 |
| Crackin Good, Inc. | Florida | 59-3652948 |
| Dixie Packers, Inc. | Florida | 59-1288553 |
| Monterey Canning Co. | California | 59-0875338 |
| Winn-Dixie Charlotte, Inc. | Florida | 59-3264623 |
| Winn-Dixie Louisiana, Inc. | Florida | 72-0488573 |

Accordingly, the following subsidiaries of Winn-Dixie Stores, Inc. are co-registrants under this Post-Effective Amendment No. 1 to the Registration Statement:

| Subsidiary | State of Organization | IRS Employer Identification No. |
|------------------------------|------------------------------|--|
| Deep South Products, Inc. | Florida | 59-0855905 |
| Winn-Dixie Logistics, Inc. | Florida | 59-3652949 |
| Winn-Dixie Montgomery, Inc. | Florida | 59-1212119 |
| Winn-Dixie Procurement, Inc. | Florida | 59-3652951 |
| Winn-Dixie Raleigh, Inc. | Florida | 56-0670665 |

SIGNATURES

Pursuant to the requirements of the Securities Act and Rule 478 thereunder, each registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville and State of Florida, on the 13th day of December, 2006.

Winn-Dixie Stores, Inc.

By: /s/ Peter L. Lynch
Peter L. Lynch

President and

Chief Executive Officer

Deep South Products, Inc.

By: /s/ Thomas Robbins
Thomas Robbins

President

Winn-Dixie Logistics, Inc.

By: /s/ Chris Scott
Chris Scott

President

Winn-Dixie Montgomery, Inc.

By: /s/ Frank Eckstein
Frank Eckstein

President

Winn-Dixie Procurement, Inc.

By: /s/ Thomas Robbins
Thomas Robbins

President

Winn-Dixie Raleigh, Inc.

By: /s/ Frank Eckstein
Frank Eckstein

President