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DUANE READE INC
Form POS AM
August 11, 2004

Registration No. 333-91008

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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

DUANE READE INC.
SUBSIDIARY GUARANTORS
LISTED ON THE
FOLLOWING PAGE
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

04-3164702
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

440 NINTH AVENUE
NEW YORK, NY 10001
(212) 273-5700
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

MR. ANTHONY J. CUTI
DUANE READE INC.
440 NINTH AVENUE
NEW YORK, NY 10001
(212) 273-5700
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:
MICHELLE D. BERGMAN, ESQ.
DUANE READE INC.
440 NINTH AVENUE
NEW YORK, NY 10001
(212) 273-5700

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: Not applicable.

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

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, as amended, other than securities offered only in connection with dividend or interest reinvestment plans, please check the

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following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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TABLE OF ADDITIONAL REGISTRANTS
UNDER POST-EFFECTIVE AMENDMENT NO. 1
TO THE REGISTRATION STATEMENT ON FORM S-3

The following direct or indirect subsidiaries of Duane Reade Inc. are co-registrants under this Post-Effective Amendment No. 1 to the Registration Statement since they provided guarantees of payments on the debt securities deregistered hereunder. The principal executive office of each registrant below is located at 440 Ninth Avenue, New York, New York 10001, telephone (212) 273-5700, except for Duane Reade International, Inc., which has its principal office at 707 Broad Street, Newark, New Jersey 07102, telephone (973) 622-3844.

| SUBSIDIARY | STATE OF ORGANIZATION | IRS EMPLOYER ID NO. |
|---------------------------------|-----------------------|---------------------|
| DRI I Inc. | Delaware | 04-3166107 |
| Duane Reade International, Inc. | Delaware | 22-3672347 |
| Duane Reade Realty, Inc. | Delaware | 13-4074383 |
| Duane Reade | New York | 11-2731721 |

EXPLANATORY NOTE

Pursuant to a Registration Statement on Form S-3 (File No. 333-91008) (the "Registration Statement"), Duane Reade Inc. (the "Company") registered the resale (the "Offering") by the selling security holders named therein of (i) up to \$381,488,000 aggregate principal amount of 2.1478% Senior Convertible Notes due 2022 (the "Notes") and (ii) up to 5,389,090 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company (plus an indeterminate number of additional shares of Common Stock that could be issued upon conversion of the Notes as a result of conversion price adjustments). The Registration Statement was declared effective on July 31, 2002.

The Company is no longer required to keep the Registration Statement effective pursuant to the terms of the Registration Rights Agreement, dated as of April 16, 2002, by and among the Company, all subsidiaries of the Company,

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Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and the other Initial Purchasers named therein. Accordingly, pursuant to the Company's undertaking in Item 17 of Part II of the Registration Statement, this Post-Effective Amendment No. 1 to the Registration Statement is being filed for the purpose of withdrawing from registration the Notes and shares of Common Stock that were not sold in the Offering.

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-3 and 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 New York, State of New York, on August 11, 2004.

DUANE READE INC.

By: /s/ John K. Henry

Name: John K. Henry
Title: Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 to the Registration Statement has been signed on August 11, 2004 by the following persons in the capacities indicated.

| SIGNATURES ----- | TITLE ----- | DATE ---- |
|---|--|-----------------|
| /s/ Anthony J. Cuti ----- Anthony J. Cuti | Chairman of the Board of Directors, Chief Executive Officer and President | August 11, 2004 |
| /s/ John K. Henry ----- John K. Henry | Senior Vice President and Chief Financial Officer (Chief Accounting and Financial Officer) | August 11, 2004 |
| /s/ Michael S. Green ----- Michael S. Green | Director | August 11, 2004 |
| /s/ Steven B. Gruber ----- Steven B. Gruber | Director | August 11, 2004 |
| /s/ Andrew J. Nathanson ----- Andrew J. Nathanson | Director | August 11, 2004 |

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/s/ Tyler J. Wolfram Director

August 11, 2004

Tyler J. Wolfram

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-3 and 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 New York, State of New York, on August 11, 2004.

DRI I INC.

By: /s/ John K. Henry

Name: John K. Henry
Title: Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 to the Registration Statement has been signed on August 11, 2004 by the following persons in the capacities indicated.

| SIGNATURES ----- | TITLE ----- | DATE ---- |
|---|--|-----------------|
| /s/ Anthony J. Cuti ----- Anthony J. Cuti | Chairman of the Board of Directors, Chief Executive Officer and President | August 11, 2004 |
| /s/ John K. Henry ----- John K. Henry | Senior Vice President and Chief Financial Officer (Chief Accounting and Financial Officer) | August 11, 2004 |
| /s/ Michael S. Green ----- Michael S. Green | Director | August 11, 2004 |
| /s/ Steven B. Gruber ----- Steven B. Gruber | Director | August 11, 2004 |
| /s/ Andrew J. Nathanson ----- Andrew J. Nathanson | Director | August 11, 2004 |

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/s/ Tyler J. Wolfram Director

August 11, 2004

Tyler J. Wolfram

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-3 and 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 New York, State of New York, on August 11, 2004.

DUANE READE INTERNATIONAL, INC.

By: /s/ John K. Henry

Name: John K. Henry
Title: Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 to the Registration Statement has been signed on August 11, 2004 by the following persons in the capacities indicated.

| SIGNATURES ----- | TITLE ----- | DATE ---- |
|---|--|-----------------|
| /s/ Gary Charboneau ----- Gary Charboneau | Director and President | August 11, 2004 |
| /s/ John K. Henry ----- John K. Henry | Senior Vice President and Chief Financial Officer (Chief Accounting and Financial Officer) | August 11, 2004 |
| /s/ Michelle D. Bergman ----- Michelle D. Bergman | Director, Vice President and Secretary | August 11, 2004 |
| /s/ Michael S. Green ----- Micheal S. Green | Director and Vice President | August 11, 2004 |
| /s/ Thomas Ordemann ----- Thomas Ordemann | Director | August 11, 2004 |

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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-3 and 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 New York, State of New York, on August 11, 2004.

DUANE READE REALTY, INC

By: /s/ John K. Henry

Name: John K. Henry
Title: Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 to the Registration Statement has been signed on August 11, 2004 by the following persons in the capacities indicated.

| SIGNATURES ----- | TITLE ----- | DATE ---- |
|---|--|-----------------|
| /s/ Anthony J. Cuti ----- Anthony J. Cuti | Chairman of the Board of Directors, Chief Executive Officer and President | August 11, 2004 |
| /s/ John K. Henry ----- John K. Henry | Senior Vice President and Chief Financial Officer (Chief Accounting and Financial Officer) | August 11, 2004 |
| /s/ Michael S. Green ----- Michael S. Green | Director | August 11, 2004 |
| /s/ Steven B. Gruber ----- Steven B. Gruber | Director | August 11, 2004 |
| /s/ Andrew J. Nathanson ----- Andrew J. Nathanson | Director | August 11, 2004 |
| /s/ Tyler J. Wolfram ----- Tyler J. Wolfram | Director | August 11, 2004 |

SIGNATURES

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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-3 and 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 New York, State of New York, on August 11, 2004.

DUANE READE
 BY: DUANE READE INC., A GENERAL PARTNER

By: /s/ John K. Henry

 Name: John K. Henry
 Title: Senior Vice President and
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 to the Registration Statement has been signed on August 11, 2004 by the following persons in the capacities indicated with respect to Duane Reade Inc., a general partner of Duane Reade on behalf of Duane Reade.

| SIGNATURES ----- | TITLE ----- | DATE ---- |
|---|--|-----------------|
| /s/ Anthony J. Cuti ----- Anthony J. Cuti | Chairman of the Board of Directors, Chief Executive Officer and President | August 11, 2004 |
| /s/ John K. Henry ----- John K. Henry | Senior Vice President and Chief Financial Officer (Chief Accounting and Financial Officer) | August 11, 2004 |
| /s/ Michael S. Green ----- Michael S. Green | Director | August 11, 2004 |
| /s/ Steven B. Gruber ----- Steven B. Gruber | Director | August 11, 2004 |
| /s/ Andrew J. Nathanson ----- Andrew J. Nathanson | Director | August 11, 2004 |
| /s/ Tyler J. Wolfram ----- Tyler J. Wolfram | Director | August 11, 2004 |