

HEINZ H J CO
Form POSASR
June 24, 2013

As filed with the Securities and Exchange Commission on June 24, 2013

Registration No. 333-176707

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT NO. 333-176707

H. J. Heinz Company

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania
(State of Other Jurisdiction of

25-0542520
(I.R.S. Employer

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Incorporation or Organization)

Identification No.)

1 PPG Place, Suite 3100

Pittsburgh, Pennsylvania 15222
(Address of Principal Executive Offices)
Dan Shaw, Esq.,

General Counsel

H.J. Heinz Company

1 PPG Place, Suite 3100

Pittsburgh, Pennsylvania 15222

(412) 456-5700

(Name, Address 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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

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 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. x

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. "

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. (Check one):

Large accelerated filer x

Accelerated filer "

Non-accelerated filer "

Smaller reporting company "

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this Post-Effective Amendment) relates to the following Registration Statement on Form S-3 (the Registration Statement) of H.J. Heinz Company (the Registrant):

Registration Statement No. 333-176707, filed September 7, 2011, pertaining to the registration of an unspecified amount of Debt Securities, Warrants, Purchase Contracts, and Units to be offered at indeterminate prices.

On June 7, 2013, pursuant to the Agreement and Plan of Merger (the Merger Agreement), dated as of February 13, 2013, by and among the Registrant, Hawk Acquisition Holding Corporation (Holdco) and Hawk Acquisition Sub, Inc., a wholly-owned indirect subsidiary of Holdco (Merger Sub), Merger Sub was merged with and into the Registrant, with the Registrant continuing as the surviving corporation and as a wholly-owned indirect subsidiary of Holdco (the Merger).

As a result of the Merger, the Registrant has terminated any offerings of securities pursuant to the Registration Statement. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of a Post-Effective Amendment, any of the securities that had been registered for issuance but that remain unsold at the termination of the offering, the Registrant hereby removes from registration any securities of the Registrant registered but unsold under the Registration Statements as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, H.J. Heinz Company, 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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, State of Pennsylvania, on the 24th day of June, 2013.

H.J. Heinz Company

By: /s/ Dan Shaw
Name: Dan Shaw

Title: General Counsel

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.