

RICHARDSON ELECTRONICS LTD/DE

Form POS AM

February 16, 2007

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 16, 2007

Registration Statement No. 333-125254

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1

to

FORM S-1

Registration Statement

Under the

Securities Act of 1933

RICHARDSON ELECTRONICS, LTD.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

5065

*(Primary Standard Industrial
Classification Code Number)*

36-2096643

*(I.R.S. Employer
Identification Number)*

40W267 Keslinger Road

P.O. Box 393

LaFox, Illinois 60147-0393

(630) 208-2200

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

David J. Gilmartin, Esq.

Vice President, General Counsel & Secretary

Richardson Electronics, Ltd.

P.O. Box 393

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LaFox, Illinois 60147-0393

(630) 208-2200

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

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Richardson Electronics, Ltd. (the "Company") files this post-effective amendment No. 1 to the registration statement on Form S-1 (File No. 333-125254) (as amended, the "Registration Statement") to deregister securities which were registered under the Registration Statement but were not sold under the Registration Statement. The offering contemplated by the Registration Statement was the resale of up to \$44,683,000 aggregate principal amount of the Company's 7 ¾% Convertible Senior Subordinated Notes due 2011 (the "Notes") and the common stock issuable upon conversion thereof (together, the "Securities").

In connection with the original issuance of the Notes pursuant to an exchange offer consummated on February 14, 2005, the Company entered into a Resale Registration Rights Agreement with the exchange participants. Upon the two year anniversary of the consummation of the exchange offer, the Company's obligation to maintain the effectiveness of the Registration Agreement expired and therefore the Company is terminating this offering. Those selling securityholders that are not affiliates of the Company, as defined in Rule 144 under the Securities Act of 1933, may continue to sell the Securities as may be permitted by Rule 144(k).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the 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 County of Kane, State of Illinois, on February 16, 2007.

RICHARDSON ELECTRONICS, LTD.

By: /S/ EDWARD J. RICHARDSON
 Name: **Edward J. Richardson**
 Title: **Chairman of the Board and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/S/ EDWARD J. RICHARDSON Edward J. Richardson	Chairman of the Board and Chief Executive Officer (principal executive officer)	February 16, 2007
/S/ DAVID J. DENEVE David J. DeNeve	Chief Financial Officer (principal financial and accounting officer)	February 16, 2007
/S/ ARNOLD R. ALLEN* Arnold R. Allen	Director	February 16, 2007
/S/ JACQUES BOUYER* Jacques Bouyer	Director	February 16, 2007
/S/ SCOTT HODES* Scott Hodes	Director	February 16, 2007
/S/ BRUCE W. JOHNSON* Bruce W. Johnson	Director	February 16, 2007
/S/ AD KETELAARS* Ad Ketelaars	Director	February 16, 2007
/S/ JOHN R. PETERSON* John R. Peterson	Director	February 16, 2007
/S/ HAROLD L. PURKEY* Harold L. Purkey	Director	February 16, 2007
/S/ SAMUEL RUBINOVITZ*	Director	February 16, 2007

Samuel Rubinovitz

* Signed by David J. DeNeve as attorney-in-fact.