

BOB EVANS FARMS INC

FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 01/12/18

Address	8111 SMITH'S MILL ROAD NEW ALBANY, OH, 43054
Telephone	614-491-2225
CIK	0000033769
Symbol	BOBE
SIC Code	5812 - Retail-Eating Places
Industry	Restaurants & Bars
Sector	Consumer Cyclical
Fiscal Year	04/24

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1 to
Form S-8 Registration Statement No. 333-205255
Form S-8 Registration Statement No. 333-205257
Form S-8 Registration Statement No. 333-205258
UNDER
THE SECURITIES ACT OF 1933**

BOB EVANS FARMS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

31-4421866
(I.R.S. Employer
Identification No.)

**8111 Smith's Mill Road
New Albany, Ohio 43054
(614) 491-2225**

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

**BOB EVANS FARMS, INC. AMENDED AND RESTATED 2010 EQUITY AND CASH INCENTIVE PLAN
BOB EVANS FARMS, INC. AND AFFILIATES FOURTH AMENDED AND RESTATED EXECUTIVE DEFERRAL PROGRAM
BOB EVANS FARMS, INC. 2010 DIRECTOR DEFERRAL PROGRAM
BOB EVANS FARMS, INC. AND AFFILIATES 401K RETIREMENT PLAN
(Full titles of the plans)**

**Colin M. Daly
Bob Evans Farms, Inc.
8111 Smith's Mill Road
New Albany, Ohio
(614) 491-2225**

(Name, address, including zip code, 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934 (Check One):

- | | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment (this “Post-Effective Amendment”) relates to the following Registration Statements on Form S-8 (each, a “Registration Statement,” and collectively, the “Registration Statements”) of Bob Evans Farms, Inc., a Delaware corporation (“Bob Evans”), previously filed by Bob Evans with the U.S. Securities and Exchange Commission (the “SEC”):

- Registration Statement on Form S-8 (File No. 333-205255), filed with the SEC on June 26, 2015, which registered the offering of 250,000 shares of common stock, par value \$0.01 per share, of Bob Evans (the “Common Stock”), pursuant to the Bob Evans Farms, Inc. Amended and Restated 2010 Equity and Cash Incentive Plan;
- Registration Statement on Form S-8 (File No. 333-205257), filed with the SEC on June 26, 2015, which registered the offering of 290,000 shares of Common Stock and \$6,000,000 of general unsecured and unfunded obligations of Bob Evans to pay deferred compensation in the future pursuant to the Bob Evans Farms, Inc. and Affiliates Fourth Amended and Restated Executive Deferral Program and the Bob Evans Farms, Inc. 2010 Director Deferral Program; and
- Registration Statement on Form S-8 (File No. 333-205258), filed with the SEC on June 26, 2015, which registered the offering of 100,000 shares of Common Stock, pursuant to the Bob Evans Farms, Inc. and Affiliates 401K Retirement Plan.

On January 12, 2018, pursuant to the terms of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of September 18, 2017, among Post Holdings, Inc., a Missouri corporation (“Post”), Haystack Corporation, a Delaware corporation and a wholly-owned subsidiary of Post (“Merger Sub”), and Bob Evans, Merger Sub was merged with and into Bob Evans, with Bob Evans continuing as the surviving corporation and as a wholly owned subsidiary of Post (the “Merger”).

In connection with the Merger, Bob Evans is terminating all offerings of its securities pursuant to the Registration Statements. In accordance with the undertakings made by Bob Evans in the Registration Statements, Bob Evans hereby removes and withdraws from registration the securities registered under the Registration Statements that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Bob Evans Farms, Inc., 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Albany, State of Ohio, on January 12, 2018.

BOB EVANS FARMS, INC.

By: /s/ Colin M. Daly
Colin M. Daly
Executive Vice President, General Counsel and Secretary

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 in reliance on Rule 478 under the Securities Act of 1933, as amended.