

Form

Unknown document format

4, 2005

As filed with the Securities and Exchange Commission on August 4, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PILGRIM S PRIDE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-1285071
(I.R.S. Employer
Identification Number)

4845 US Highway 271 North

Pittsburg, Texas 75686

(903) 434-1000

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

Edgar Filing: - Form

RICHARD A. COGDILL

Executive Vice President, Chief Financial Officer, Secretary and Treasurer

4845 US Highway 271 North

Pittsburg, Texas 75686

(903) 434-1000

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

With a copy to:

ALAN G. HARVEY

Baker & McKenzie LLP

2001 Ross Avenue

Suite 2300

Dallas, Texas 75201

(214) 978-3000

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

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.

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. 333-117472

Edgar Filing: - Form

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. ..

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum	Proposed Maximum	Amount of Registration Fee
		Offering Price per Unit	Aggregate Offering Price ⁽¹⁾	
Debt Securities				
Preferred Stock, par value \$.01 per share				
Common Stock, par value \$.01 per share ⁽²⁾				
Total	\$ 40,000,000	(3)	\$40,000,000	\$4,708

- (1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
- (2) Such indeterminate number or amount of Debt Securities, Preferred Stock or Common Stock as may from time to time be issued at indeterminate prices in an aggregate public offering price for all securities not to exceed \$40,000,000 or the equivalent thereof in one or more foreign currencies (including composite currencies). This Registration Statement also covers such indeterminate amount of securities as may be issued in exchange for, or upon conversion of, as the case may be, the Debt Securities or Preferred Stock registered hereunder. Such amount is exclusive of accrued interest or dividends, if any. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. No separate consideration will be received for any securities registered hereunder that are issued in exchange for, or upon conversion of, as the case may be, the Debt Securities or Preferred Stock.
- (3) Omitted pursuant to General Instruction II.D. of Form S-3.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) solely to increase the amount of securities which may be issued by us. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-3 (Registration Number 333-117472), including the exhibits thereto and each of the documents incorporated therein by reference, are hereby incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburg, State of Texas, on the 4th day of August, 2005.

PILGRIM S PRIDE CORPORATION

By: /s/ Richard A. Cogdill

 RICHARD A. COGDILL
 Executive Vice President, Chief Financial Officer,

 Secretary, Treasurer and Director

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
*		
_____ LONNIE BO PILGRIM	Chairman of the Board (Principal Executive Officer)	August 4, 2005
*		
_____ CLIFFORD E. BUTLER	Vice Chairman of the Board	August 4, 2005
*		
_____ O.B. GOOLSBY, JR.	President and Director	August 4, 2005
_____ /s/ Richard A. Cogdill		
_____ RICHARD A. COGDILL	Executive Vice President, Chief Financial Officer, Secretary, Treasurer, and Director (Principal Financial and Accounting Officer)	August 4, 2005
*		
_____ LONNIE KEN PILGRIM	Director	August 4, 2005
_____ CHARLES L. BLACK	Director	
_____ 	Director	

Edgar Filing: - Form

S. KEY COKER

*

BLAKE D. LOVETTE

Director

August 4, 2005

*

VANCE C. MILLER

Director

August 4, 2005

*

JAMES G. VETTER, JR.

Director

August 4, 2005

II-1

Edgar Filing: - Form

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> DONALD L. WASS, Ph.D.	Director	
<hr/> LINDA CHAVEZ	Director	
<hr/> KEITH W. HUGHES	Director	
 * By: /s/ Richard A. Cogdill <hr/> Richard A. Cogdill Attorney-in-Fact		

INDEX TO EXHIBITS

Exhibit Number	Description
5.1	Legal Opinion of Baker & McKenzie LLP
23.1	Consent of Baker & McKenzie LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young, LLP

volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies with no current business operation. There can be no assurance that trading prices and price earnings ratios previously experienced by our common shares will be matched or maintained. These broad market and industry factors may adversely affect the market price of our common shares, regardless of our operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been instituted. Such litigation, if instituted, could result in substantial costs for us and a diversion of management's attention and resources. Indemnification of Directors, Officers and Others Our by-laws contain provisions with respect to the indemnification of our officers and directors against all expenses (including, without limitation, attorneys' fees, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that the person is one of our officers or directors) incurred by an officer or director in defending any such proceeding to the maximum extent permitted by Nevada law. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of our company under Nevada law or otherwise, we have been advised the opinion of the Securities and Exchange Commission is that such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. 8 Anti-Takeover Provisions We do not currently have a shareholder rights plan or any anti-takeover provisions in our By-laws. Without any anti-takeover provisions, there is no deterrent for a take-over of our company, which may result in a change in our management and directors. Reports to Security Holders Under the securities laws of Nevada, we are not required to deliver an annual report to our shareholders but we intend to send an annual report to our shareholders. ITEM 3. CONTROLS AND PROCEDURES The registrant's Principal executive officers and principal financial officer, based on their evaluation of the registrant's disclosure controls and procedures (as defined in Rules 13a-14 (c) of the Securities Exchange Act of 1934) as of June 30, 2003 have concluded that the registrants' disclosure controls and procedures are adequate and effective to ensure that material information relating to the registrants and their consolidated subsidiaries is recorded, processed , summarized and reported within the time periods specified by the SEC' s rules and forms, particularly during the period in which this quarterly report has been prepared. The registrants' principal executive officers and principal financial officer have concluded that there were no significant changes in the registrants' internal controls or in other factors that could significantly affect these controls subsequent to June 30, 2003 the date of their most recent evaluation of such controls, and that there was no significant deficiencies or material weaknesses in the registrant's internal controls. PART II: OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS. We know of no material, active or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceedings or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholders are an adverse party or have a material interest adverse to us. ITEM 2. CHANGES IN SECURITIES. None ITEM 3. DEFAULTS UPON SENIOR SECURITIES. None. 9 ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS. None. ITEM 5. OTHER INFORMATION. None. ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K (a) Exhibits 3.1 Articles of Incorporation of the Registrant* 3.2 By-laws of the Registrant* 31.1 Section 302 Certification 32.1 Section 906 Certification ----- * Previously filed as an exhibit to the Company's Form 10-SB filed on June 26, 2001 (b) Reports on Form 8-K filed during the three months ended June 30, 2003. A current report on Form 8K under Item 1: Changes in Control of Registrant was filed on April 15, 2003. SIGNATURES In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Date: August 14, 2003 Prelude Ventures, Inc. /s/ Anthony Sarvucci ----- Anthony

Sarvucci President, CEO and CFO 10