

LANDEC CORP \CA\
Form POS AM
October 06, 2004

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As filed with the Securities and Exchange Commission on October 6, 2004

Registration No. 333-86736

**UNITED STATES
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**

LANDEC CORPORATION

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

94-3025618
(I.R.S. Employer
Identification Number)

**3603 Haven Avenue
Menlo Park, California 94025-1010
(650) 306-1650**

(Address, including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

**Gary T. Steele
President and Chief Executive Officer
Landec Corporation
3603 Haven Avenue
Menlo Park, California 94025-1010
(650) 306-1650**

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

Copies to:

Geoffrey P. Leonard, Esq.
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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 amends the Registration Statement on Form S-3 (Registration No. 333-86736) (the "Registration Statement") on which Landec Corporation (the "Registrant") registered 2,580,663 shares of common stock of the Registrant (the "Securities") to be offered and sold by certain selling stockholders of Registrant described in the Registration Statement (the "Selling Stockholders").

The Securities and Exchange Commission declared the Registration Statement effective on July 8, 2002. As of the date hereof, the Registrant believes that a portion of the Securities covered by the Registration Statement have not been sold by the Selling Stockholders. The Registrant agreed with the Selling Stockholders to maintain the effectiveness of the Registration Statement until all of the Securities were transferable by the Selling Stockholders pursuant to paragraph (k) of Rule 144 under the Securities Act of 1933, as amended ("Rule 144"). The Registrant believes all of the Securities are currently transferable pursuant to Rule 144 and desires that the Registration Statement no longer be considered effective with respect to any unsold Securities. Accordingly, this Post-Effective Amendment is being filed to deregister all unsold Securities.

Attorney-in-fact

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EXPLANATORY NOTE

SIGNATURES