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BRIGGS & STRATTON CORP
Form POS AM
September 19, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER , 2003
REGISTRATION NO. 333-64490

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3
TO
FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

BRIGGS & STRATTON CORPORATION
(Exact name of Registrant as specified in its charter)

WISCONSIN
(State or other jurisdiction
of incorporation or organization)

39-0182330
(I.R.S. Employer
Identification No.)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

BRIGGS & STRATTON POWER PRODUCTS, LLC
(Exact name of Guarantor as
specified in its charter)

39-1932782
(I.R.S. Employer
Identification No.)

12301 WEST WIRTH STREET
WAUWATOSA, WISCONSIN 53222
(414) 259-5333
(Address, including ZIP Code, and telephone number,
including area code, of Registrant's principal executive offices)

JAMES E. BRENN
SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
BRIGGS & STRATTON CORPORATION
12301 WEST WIRTH STREET
WAUWATOSA, WISCONSIN 53222
(414) 259-5333
(Name, address, including ZIP Code, and telephone number,
including area code, of agent for service)

COPIES OF ALL COMMUNICATIONS, INCLUDING ALL COMMUNICATIONS SENT
TO THE AGENT, SHOULD BE SENT TO:

FREDRICK G. LAUTZ
JOSEPH D. MASTERSON
QUARLES & BRADY LLP
411 EAST WISCONSIN AVENUE
MILWAUKEE, WI 53202
(414) 277-5000

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: Not applicable.

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. []

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. []

This Post-Effective Amendment No. 3 to Registration Statement on Form S-3 (No. 333-64490) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

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DEREGISTRATION OF SECURITIES

On July 3, 2001, Briggs & Stratton Corporation and certain of its subsidiaries as guarantors (collectively, the "Registrants") filed a registration statement on Form S-3 (No. 333-64490), (as amended by Amendment No. 1 filed on October 19, 2001, Amendment No. 2 filed on October 29, 2001, Post-Effective Amendment No. 1 filed on December 11, 2001 and Post-Effective Amendment No. 2 filed on February 1, 2002, the "Registration Statement"), which registered for resale by the selling holders 5.00% Convertible Senior Notes due May 15, 2006 and the common stock, \$0.01 par value per share, with attached Common Share Purchase Rights, issuable upon conversion thereof. The Registrants' contractual obligation to maintain the effectiveness of the Registration Statement has expired. Accordingly, pursuant to the undertaking contained in the Registration Statement, the Registrants are filing this Post-Effective Amendment No. 3 to terminate the Registration Statement and to deregister all securities registered pursuant to the Registration Statement remaining unsold as of the date this Post-Effective Amendment No. 3 is filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3/A and has duly caused this Post-Effective Amendment No. 3 to its Registration Statement to be signed on its

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behalf by the undersigned, thereunto duly authorized, in the City of Wauwatosa, State of Wisconsin, on September 19, 2003.

BRIGGS & STRATTON CORPORATION

By: /s/ James E. Brenn

James E. Brenn
Senior Vice President
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to Registration Statement has been signed below by the following persons in the capacity indicated on September 19, 2003.

SIGNATURE AND TITLE

*

John S. Shiely, President and
Chief Executive Officer and Director
(Principal Executive Officer)

/s/ James E. Brenn

James E. Brenn, Senior Vice President and
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

William F. Achtmeyer, Director

*

Jay H. Baker, Director

*

Michael E. Batten, Director

*

David L. Burner, Director

*

Eunice M. Filter, Director

*

Robert J. O'Toole, Director

*

Charles I. Story, Director

*

Brian C. Walker, Director

*By: /s/ James E. Brenn

James E. Brenn, Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3/A and has duly caused this Post-Effective Amendment No. 3 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wauwatosa, State of Wisconsin, on September 19, 2003.

BRIGGS & STRATTON POWER PRODUCTS, LLC

By: /s/ Carita R. Twinem

Carita R. Twinem
Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities indicated on September 19, 2003.

SIGNATURE AND TITLE

/s/ Todd Teske

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Todd Teske, President and Director
(Principal Executive Officer)

/s/ Carita R. Twinem

Carita R. Twinem, Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

/s/ James E. Brenn

James E. Brenn, Director

/s/ Thomas R. Savage

Thomas R. Savage, Director

*

John S. Shiely, Director

*By: /s/ Carita R. Twinem

Carita R. Twinem, Attorney-in-Fact