

LIFEWAY FOODS INC

Form S-8 POS

March 18, 2014

As filed with the Securities and Exchange Commission on March 18, 2014

Registration No. 33-93306

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

LIFEWAY FOODS, INC.

(Exact name of registrant as specified in its charter)

Illinois

(State or other

jurisdiction of

incorporation or

organization)

36-3442829

(I.R.S. Employer

Identification No.)

6431 West Oakton

Morton Grove, IL 60053

(847) 967-1010

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

LIFEWAY FOODS, INC. CONSULTING AND SERVICES COMPENSATION PLAN

(Full Title of Plan)

JULIE SMOLYANSKY

Chief Executive Officer and President

Lifeway Foods, Inc.

6431 West Oakton

Morton Grove, IL 60053

(847) 967-1010

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

With a copy to:

TIMOTHY R. LAVENDER
Kelley Drye & Warren LLP
333 West Wacker Drive, 26th Floor
Chicago, IL 60606
(312) 857-7070

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

Lifeway Foods, Inc. (the "Registrant") is filing this Post-Effective Amendment No. 1 with respect to the registered offerings of shares of the Company's common stock, no par value (the "Common Stock") pursuant to the Registration Statement on Form S-8, No. 33-93306 (the "Registration Statement"), filed with the SEC on June 9, 1995, pertaining to the registration of 300,000 shares of Common Stock for issuance under the Lifeway Foods, Inc. Consulting and Services Compensation Plan. In accordance with the undertakings of the Company contained in the Registration Statement, the Company hereby files this post-effective amendment to the Registration Statement to withdraw and remove from registration the shares of Common Stock registered under the Registration Statement that remain unissued and unsold on the date hereof.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 for the sale of securities and authorized this amendment to the Form S-8 registration statement to be signed on its behalf by the undersigned, in the City of Chicago, State of Illinois, on the 11th day of March, 2014.

LIFEWAY FOODS, INC.

By: /s/ Julie Smolyansky
Julie Smolyansky
Chief Executive Officer and
President

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

| Signatures | Title | Date |
|--|--|----------------|
| /s/ Ludmilla Smolyansky Ludmilla Smolyansky | Director and Chairman of the Board of Directors | March 11, 2014 |
| /s/ Julie Smolyansky Julie Smolyansky | Chief Executive Officer, President and Director (Principal Executive Officer) | March 11, 2014 |
| /s/ Edward Smolyansky Edward Smolyansky | Chief Financial and Accounting Officer, Treasurer, Chief Operating Officer and Secretary (Principal Financial and Accounting Officer) | March 11, 2014 |
| /s/ Pol Sikar Pol Sikar | Director | March 11, 2014 |
| /s/ Renzo Bernardi Renzo Bernardi | Director | March 11, 2014 |
| * Gustav Carlos Valle | Director | March __, 2014 |
| * | Director | March __, 2014 |

Paul Lee

*
Jason Scher

Director

March __, 2014