

SYSCO CORP
Form POS AM
October 10, 2006

Table of Contents

As filed with the Securities and Exchange Commission on October 10, 2006

Registration No. 333-53510

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

SYSCO CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE

5140

74-1648137

(State or other jurisdiction of
incorporation or organization)

(Primary Standard Industrial
Classification Code Number)

(I.R.S. Employer Identification No.)

**1390 Enclave Parkway
Houston, Texas 77077-2099
(281) 584-1390**

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

MICHAEL C. NICHOLS
Senior Vice President, General Counsel and Corporate Secretary
1390 Enclave Parkway
Houston, Texas 77077-2099
(281) 584-1390

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

COPIES TO:

B. Joseph Alley, Jr., Esq.
Arnall Golden Gregory LLP
171 17th Street, N.W.
Suite 2100
Atlanta, Georgia 30363
(404) 873-8500

Approximate date of commencement of proposed sale to the public: Sysco Corporation is amending this registration statement to deregister 423,835 shares of its common stock, \$1.00 par value per share.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(d) 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. o

THIS POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-4 SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(C) OF THE SECURITIES ACT OF 1933, AS AMENDED, ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION MAY DETERMINE.

TABLE OF CONTENTS

SIGNATURES

Table of Contents

DEREGISTRATION OF SECURITIES

Sysco Corporation is filing this Post-Effective Amendment No. 1 to its Registration Statement on Form S-4 (File No. 333-53510) in order to deregister 423,835 shares of its common stock, \$1.00 par value per share, which were originally registered under the Securities Act of 1933 for issuance in connection with an acquisition and remain unsold.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act and Rule 478 thereunder, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston and State of Texas, on the 10th day of October, 2006.

SYSCO CORPORATION

By: /s/ Michael C. Nichols
Michael C. Nichols, Senior Vice President,
General
Counsel and Corporate Secretary
and as Agent for Service