

CLOROX CO /DE/

FORM POS AM

(Post-Effective Amendment to Registration Statement)

Filed 12/6/1999

Address	THE CLOROX COMPANY 1221 BROADWAY OAKLAND, California 94612-1888
Telephone	510-271-7000
CIK	0000021076
Industry	Personal & Household Prods.
Sector	Consumer/Non-Cyclical
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-4
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

THE CLOROX COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Delaware 31-0595760
(State or Other Jurisdiction (I.R.S. Employer Identification No.)
of Incorporation or Organization)

1221 Broadway, Oakland, CA 94612-1888
(Address of Principal Executive Offices) (Zip Code)

G. C. Sullivan
Chairman of the Board and Chief Executive Officer
The Clorox Company
1221 Broadway
Oakland, CA 94612-1888
(Name and Address of Agent For Service)

510/271-7000
(Telephone Number, Including Area Code,
of Agent For Service)

With a copy to:

Peter D. Bewley, Esq.
Senior Vice President-General Counsel and Secretary
The Clorox Company
1221 Broadway
Oakland, CA 94612-1888
and
John W. Campbell III, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 amends Registration Statement No. 333-69455, which was previously filed on Form S-4 (the "Original Registration Statement") in connection with the merger (the "Merger") of a wholly-owned subsidiary of The Clorox Company (the "Registrant") with and into First Brands Corporation ("First Brands"). In connection with the filing of the Original Registration Statement, 20,394,076 shares of the Registrant's Common Stock, \$1.00 par value per share (the "Common Stock"), were registered with the Securities and Exchange Commission and the applicable filing fee was paid. The number of shares registered pursuant to the Original Registration Statement included (i) those shares of Common Stock expected to be distributed to holders of the common stock of First Brands in connection with the Merger and (ii) 612,484 shares of Common Stock issuable upon exercise of options outstanding under the First Brands 1989 Long Term Incentive Plan, the First Brands 1994 Performance Stock Option and Incentive Plan and the First Brands Non-Employee Directors Stock Option Plan (the "Stock Option Plans"). The actual number of shares of Common Stock distributed to holders of common stock of First Brands

was 14,068,873. On June 23, 1999, the Registrant filed a Post-Effective Amendment No. 1 on Form S-8 in order to amend the Original Registration Statement to effect the registration of the 612,484 shares of Common Stock issuable pursuant to the Stock Option Plans. On September 7, 1999, the Registrant filed a registration statement on Form S-8 (Registration No. 333-86783), registering 100,000 shares of the Registrant's Common Stock issuable in connection with the Savings Plan for Employees of First Brands Corporation and Participating Subsidiaries that were previously registered pursuant to the Original Registration Statement. Therefore, of the 20,394,076 shares registered pursuant to the Original Registration Statement, a total of 14,781,357 shares of Common Stock have been issued or remain issuable.

On August 23, 1999, the Registrant effected a 2-for-1 split of its common stock in the form of a stock dividend. The above share numbers do not reflect this stock split.

Based upon the foregoing, the Registrant hereby deregisters the remaining 5,612,719 shares of its Common Stock (11, 225,438 shares on a post-split basis) heretofore registered pursuant to the Original Registration Statement but unissued as of the date this Post-Effective Amendment No. 2 is filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oakland, State of California, on December 6, 1999.

THE CLOROX COMPANY

By: /s/ PETER D. BEWLEY

Peter D. Bewley

Senior Vice President-General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-4 has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
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/s/ G. C. SULLIVAN* G. C. Sullivan	Chairman of the Board and Chief Executive Officer	December 6, 1999
/s/ D. BOGGAN, JR.* D. Boggan, Jr.	Director	December 6, 1999
E. L. Chao	Director	
/s/ J. W. COLLINS*.* J. W. Collins	Director	December 6, 1999
/s/ U. FAIRCHILD* U. Fairchild	Director	December 6, 1999
/s/ T. M. FRIEDMAN* T. M. Friedman	Director	December 6, 1999
/s/ J. MANCHOT* J. Manchot	Director	December 6, 1999
R. Matschullat	Director	
/s/ D. O. MORTON* D. O. Morton	Director	December 6, 1999
/s/ K. MORWIND* K. Morwind	Director	December 6, 1999

/s/ E. L. SCARFF* E. L. Scarff	Director	December 6, 1999
/s/ L. R. SCOTT* L. R. Scott	Director	December 6, 1999
/s/ C. A. WOLFE* C. A. Wolfe	Director	December 6, 1999
/s/ K. M. ROSE* K. M. Rose	Group Vice President-Finance and Chief Financial Officer (Principal Financial Officer)	December 6, 1999
/s/ H. J. SALVO, JR.* H. J. Salvo, Jr.	Vice President-Controller (Principal Accounting Officer)	December 6, 1999

By: **/s/ Peter D. Bewley*

Peter D. Bewley
Attorney-in-fact

End of Filing

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