

OIL DRI CORP OF AMERICA  
Form POS AM  
October 10, 2014

**As filed with the Securities and Exchange Commission on October 10, 2014**

**Registration No. 333-27231**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**Post-Effective Amendment No. 1 to Form S-3 (Registration No. 333-27231)**

**UNDER THE SECURITIES ACT OF 1933**

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**OIL-DRI CORPORATION OF AMERICA**

(Exact name of registrant as specified in its charter)

**Delaware** **36-2048898**  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

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**410 North Michigan Avenue, Suite 400**

**Chicago, Illinois 60611-4213**

**(312) 321-1515**

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

**Douglas A. Graham**

**Vice President and General Counsel**

**410 North Michigan Avenue, Suite 400**

**Chicago, Illinois 60611-4213**

**(312) 321-1515**

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

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**Approximate date of commencement of proposed sale to the public:** This post-effective amendment withdraws from registration all securities of Oil-Dri Corporation of America that remain unsold under Registration Statement No. 333-27231.

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 this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 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 smaller reporting company)

Smaller reporting company

**Explanatory Note**

Oil-Dri Corporation of America (the “Registrant”) has terminated any and all offerings of its securities pursuant to the registration statement on Form S-3 (Registration No. 333-27231) (the “Registration Statement”), and is hereby filing this Post-Effective Amendment No. 1 to the Registration Statement to terminate the effectiveness of the Registration Statement and, in accordance with an undertaking in the Registration Statement, to remove from registration any and all securities registered which remain unsold under the Registration Statement.

**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 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned on this 10th day of October, 2014.

OIL-DRI CORPORATION OF AMERICA

By: */s/ Douglas A. Graham*  
 Douglas A. Graham  
 Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
* Richard M. Jaffee	Chairman of the Board of Directors	October 10, 2014
<i>/s/ Daniel S. Jaffee</i> Daniel S. Jaffee	President and Chief Executive Officer, Director (Principal Executive Officer)	October 10, 2014
* Daniel T. Smith	Vice President, Chief Financial Officer (Principal Financial Officer)	October 10, 2014
<i>/s/ Paula J. Krystopolski</i> Paula J. Krystopolski	Corporate Controller (Controller)	October 10, 2014
* J. Steven Cole	Director	October 10, 2014
* Joseph C. Miller	Vice Chairman of the Board of Directors	October 10, 2014
* Allan H. Selig	Director	October 10, 2014

\* Pursuant to Power of Attorney

*/s/ Daniel S. Jaffee*  
Attorney-in-fact