

Blue Buffalo Pet Products, Inc.  
Form POSASR  
April 24, 2018

As filed with the Securities and Exchange Commission on April 24, 2018

**Registration No. 333-213594**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**

**FORM S-3**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**BLUE BUFFALO PET PRODUCTS, INC.**  
**(Exact Name of Registrant as specified in its charter)**

**Delaware**  
**(Jurisdiction of**

**46-0552933**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**11 River Road**

**Wilton, CT 06897**

**(203) 762-9751**

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

**Michael Nathenson**

**Treasurer**

**Blue Buffalo Pet Products, Inc.**

**11 River Road**

**Wilton, CT 06897**

**(203) 762-9751**

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

*Copies to:*

**Christopher E. Austin, Esq.**

**James E. Langston, Esq.**

**Neil Markel, Esq.**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, New York 10006**

**212-225-2000**

**Approximate date of commencement of proposed sale to the public:** Not applicable. Removal from registration of securities that were registered but not sold pursuant to this registration statement.

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 being 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.

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. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

### Deregistration of Securities

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-213594), as amended (the "Registration Statement"), is being filed to remove from registration all unsold securities of Blue Buffalo Pet Products, Inc. (the "Company") registered under the Registration Statement.

Pursuant to an Agreement and Plan of Merger dated February 22, 2018 (the "Merger Agreement") among Blue Buffalo Pet Products, Inc., a Delaware corporation (the "Company"), General Mills Inc., a Delaware corporation ("Parent"), and Bravo Merger Corp., a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly-owned subsidiary of Parent. The Merger became effective on April 24, 2018 (the "Effective Time").

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration by means of a post-effective amendment any securities registered under the Registration Statement which remain unsold at the termination of the offering, the Company hereby removes from registration any securities registered under the Registration Statement which remained unsold as of the Effective Time, and the Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

In addition, on April 24, 2018, NASDAQ filed Form 25 to delist the Company's shares of common stock. The Company intends to file Form 15 to terminate registration under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and its duty to file reports under Sections 13 and 15(d) of the Exchange Act.

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all 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, thereunto duly authorized, in the City of Wilton, State of Connecticut, on April 24, 2018.

BLUE BUFFALO PET PRODUCTS, INC.

By: /s/ Lawrence Miller  
Name: Lawrence Miller  
Title: Secretary