

RAVEN INDUSTRIES INC

Form S-3/A

December 09, 2015

As filed with the Securities and Exchange Commission on December 9, 2015

Registration No. 333-200088

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

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RAVEN INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

South Dakota

(State or other jurisdiction of incorporation or organization)

46-0246171

(IRS Employer Identification No.)

205 E. 6th Street, P.O. Box 5107

Sioux Falls, South Dakota 57117- 5107

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code (605) 336-2750

Daniel A. Rykhus

President and Chief Executive Officer

Raven Industries, Inc.

205 E. 6<sup>th</sup> Street, P.O. Box 5107

Sioux Falls, SD 57117-5107

Telephone: (605) 336-2750

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

Copies to:

Martin R. Rosenbaum, Esq. Maslon LLP

3300 Wells Fargo Center, 90 South 7th Street

Minneapolis, Minnesota 55402

Telephone: (612) 672-8200 Facsimile: (612) 672-8397

Approximate date of proposed sale to the public: From time to time after the effective date of 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 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

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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.

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 SEC pursuant to Rule 462(e) under the Securities Act, check the following box.

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 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       Smaller reporting company

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**EXPLANATORY NOTE / REMOVAL OF SECURITIES FROM REGISTRATION**

This Post-Effective Amendment, filed by Raven Industries, Inc. (the “Company”), relates to the Registration Statement No. 333-200088 on Form S-3, originally filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”) on November 10, 2014, pertaining to the registration of 1,541,696 shares of the common stock of the Company (the “Securities”).

In accordance with the undertaking made by the Company pursuant to Item 512(a)(3) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “Securities Act”), to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offering subject to the Registration Statement, and pursuant to Rule 478 of the Securities Act, the Company hereby removes from registration all Securities under the Registration Statement that remain unsold as of the date hereof and terminates the effectiveness of the Registration Statement.



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 of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Sioux Falls and the State of South Dakota, on December 9, 2015.

RAVEN INDUSTRIES, INC.

By: /s/ Daniel A. Rykhus  
Daniel A. Rykhus, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated:

/s/ Daniel A. Rykhus 12/9/2015  
Daniel A. Rykhus, Director, President and Chief Executive Officer (principal executive officer)

/s/ Steven E. Brazones 12/9/2015  
Steven E. Brazones, Vice President and Chief Financial Officer (principal financial and accounting officer)

\* 12/9/2015  
Thomas S. Everist, Chairman of the Board

\* 12/9/2015  
Jason M. Andringa, Director

\* 12/9/2015  
Mark E. Griffin, Director

\* 12/9/2015  
Kevin T. Kirby, Director

\* 12/9/2015  
Marc E. LeBaron, Director

\* 12/9/2015  
Cynthia H. Milligan, Director

By /s/ Daniel A. Rykhus  
Daniel A. Rykhus, Attorney-in-fact