

SAFEWAY INC
Form S-8
August 15, 2013

As filed with the Securities and Exchange Commission on August 15, 2013
Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SAFEWAY INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
5918 Stoneridge Mall Road
Pleasanton, CA 94588
(925) 467-3000
(Address of Principal Executive Offices, including Zip Code)

94-301935
(I.R.S. Employer
Identification Number)

Safeway 401(k) Plan
(Full title of the plan)

Robert A. Gordon
Senior Vice President and General Counsel
Safeway Inc.
5918 Stoneridge Mall Road
Pleasanton, CA 94588
(925) 467-3000

Copy to:

Scott R. Haber
Latham & Watkins LLP
505 Montgomery Street, Suite 1900
San Francisco, California 94111
(415) 391-0600

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

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.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.01	5,000,000 Shares	\$24.82	\$124,100,000	\$16,927.24

(1) 5,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Safeway Inc., a Delaware corporation (the "Company"), are being registered hereunder. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall automatically cover any additional shares of Common Stock that become purchasable under the Safeway 401(k) Plan (the "Plan") by reason of any stock split, stock dividend or other similar transaction. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan. Estimated solely for purposes of calculating the registration fee pursuant to Rule 457. The maximum aggregate offering price per share and aggregate offering price is based on the average of the high and low sales prices of the Common Stock, as reported on the New York Stock Exchange, on August 8, 2013.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The Company registered an aggregate of 19,700,000 shares for purchase under the Safeway 401(k) Plan (the "Plan"), formerly known as the Safeway 401(k) Plan and Trust, from time to time pursuant to Registration Statements on Form S-8 filed with the Securities and Exchange Commission on September 15, 2000 (No. 333-45920), October 10, 1990 (No. 333-37207) and August 24, 2010 (No. 333-169022).

Under this Registration Statement, the Company is registering an additional 5,000,000 shares of its Common Stock, bringing the total number of shares registered for purchase under the Plan to 24,700,000 shares.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statements are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

Item 8. Exhibits.

See the Index to Exhibits on page 6.

Pursuant to Item 8(b) of Form S-8, in lieu of an Internal Revenue Service ("IRS") determination letter that the Plan is qualified under Section 401(a) of the Internal Revenue Code, the undersigned registrant hereby undertakes that it has submitted the Plan and any amendments thereto, and will submit any future amendments, to the IRS in a timely manner and will make all changes required by the IRS to qualify the Plan.

SIGNATURES

The Registrant: Pursuant to the requirements of the Securities Act, Safeway Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California, on August 15, 2013.

SAFEWAY INC.
(Registrant)

By: /s/ Robert A. Gordon
 Robert A. Gordon
 Senior Vice President and General Counsel

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Robert A. Gordon as attorney-in-fact and agent, with full power of substitution and resubstitution, to sign on his or her behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this Registration Statement and other documents in connection therewith, with the Commission, granting to said attorney-in-fact and agent full power and authority to perform any other act on behalf of the undersigned required to be done in the premises.

Signature	Capacity
/s/ Robert L. Edwards Robert L. Edwards	Director, President and Chief Executive Officer (Principal Executive Officer)
/s/ Peter J. Bocian Peter J. Bocian	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ David F. Bond David F. Bond	Senior Vice President, Finance and Control (Principal Accounting Officer)
/s/ Janet E. Grove Janet E. Grove	Director
/s/ Mohan Gyani Mohan Gyani	Director
/s/ Frank C. Herringer Frank C. Herringer	Director
/s/ George J. Morrow George J. Morrow	Director
/s/ Kenneth W. Oder Kenneth W. Oder	Director
/s/ T. Gary Rogers T. Gary Rogers	Director
/s/ Arun Sarin Arun Sarin	Director
/s/ William Y. Tauscher William Y. Tauscher	Director

The Plan: Pursuant to the requirements of the Securities Act, the Benefits Plan Committee of Safeway Inc. has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Pleasanton, State of California on August 15, 2013.

SAFEWAY 401(k) PLAN

By: /s/ Michael J. Boylan
Michael J. Boylan
Benefits Plan Committee Secretary

EXHIBIT INDEX

Exhibit Number	Description
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
24.1*	Power of Attorney (set forth on the signature page contained in Part II of this Registration Statement).
*	Filed herewith