

SAFEWAY INC  
Form S-3MEF  
July 11, 2002

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As filed with the Securities and Exchange Commission on July 11, 2002.

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-3**

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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**SAFEWAY INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

94-3019135  
(I.R.S. Employer  
Identification Number)

5918 Stoneridge Mall Road  
Pleasanton, California 94588  
(925) 467-3000  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

Robert A. Gordon  
Senior Vice President, General Counsel and Secretary  
Safeway Inc.  
5918 Stoneridge Mall Road  
Pleasanton, California 94588  
(925) 467-3000  
(Name, Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Agent for Service)

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*Copies to:*  
Tracy K. Edmonson  
Latham & Watkins  
505 Montgomery Street, Suite 1900  
San Francisco, California 94111  
(415) 391-0600

**Approximate Date of Commencement 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. [ ]

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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.   
333-55008

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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. [ ]

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Debt Securities	(2)	(2)
Common Stock, par value \$0.01 per share		
Total	\$80,000,000	\$7,360

- (1) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended, and reflects the offering price rather than the principal amount of any debt securities issued at a discount.
- (2) Omitted pursuant to General Instruction II.D. to Form S-3 under the Securities Act of 1933, as amended.

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SIGNATURES

EXHIBIT INDEX

Exhibit 23.1

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**EXPLANATORY NOTE**

This registration statement is being filed with respect to the registration of an additional \$80,000,000 of debt and equity securities pursuant to Rule 462(b) of the Securities Act of 1933. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-55008) filed with the SEC on February 5, 2001 and which was declared effective by the SEC on February 12, 2001.

**EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
5	Opinion of Latham & Watkins (incorporated by reference to Exhibit 5 to our registration statement on Form S-3 (File No. 333-55008)).
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Latham & Watkins (incorporated by reference to Exhibit 5 to our registration statement on Form S-3 (File No. 333-55008)).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 July 11, 2002.

SAFEWAY INC

By \_\_\_\_\_ /s/ Robert A. Gordon  
 Robert A. Gordon  
*Senior Vice President, General Counsel and Secretary*

**Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by each of the following persons in the capacities and on the dates indicated:**

<p>_____                  /s/ Steven A. Burd                  _____                  Steven A. Burd</p>	<p>Chairman, President and                  Chief Executive Officer (Principal                  Executive Officer)</p>	<p>July 11, 2002</p>
<p>_____                  /s/ Vasant M. Prabhu                  _____                  Vasant M. Prabhu</p>	<p>Executive Vice President and Chief Financial                  Officer (Principal Financial and Accounting                  Officer)</p>	<p>July 11, 2002</p>
<p>_____                  /s/ James H. Greene, Jr.                  _____                  James H. Greene, Jr.</p>	<p>Director</p>	<p>July 11, 2002</p>
<p>_____                  /s/ Paul Hazen                  _____                  Paul Hazen</p>	<p>Director</p>	<p>July 11, 2002</p>
<p>_____                  /s/ Hector Ley Lopez                  _____                  Hector Ley Lopez</p>	<p>Director</p>	<p>July 11, 2002</p>
<p>_____                  /s/ Robert I. MacDonnell                  _____                  Robert I. MacDonnell</p>	<p>Director</p>	<p>July 11, 2002</p>
<p>_____                  /s/ Peter A. Magowan                  _____                  Peter A. Magowan</p>	<p>Director</p>	<p>July 11, 2002</p>
<p>_____                  _____                  _____                  George R. Roberts</p>	<p>Director</p>	

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/s/ Rebecca A. Stirn

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Director

July 11, 2002

Rebecca A. Stirn

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Director

William Y. Tauscher



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