

MONSANTO CO /NEW/
Form POS AM
June 07, 2018

As filed with the Securities and Exchange Commission on June 7, 2018

Registration No. 333-210728

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

MONSANTO COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

43-1878297
(IRS Employer
Identification No.)

800 North Lindbergh Boulevard

St. Louis, Missouri 63167

(314) 694-1000

(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Michelle Bushore

Corporate Secretary

Monsanto Company

800 North Lindbergh Boulevard

St. Louis, Missouri 63167

314-694-1000

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to the above referenced registration statements.

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.

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 , smaller reporting company and emerging growth 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.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statement filed by Monsanto Company (the Company) on Form S-3 (the S-3 Registration Statement) with the Securities and Exchange Commission (the SEC):

Registration Statement No. 333-210728, originally filed with the SEC on April 13, 2016, relating to the registration of an aggregate amount of up to \$6,000,000,000 or the equivalent in any other currency of debt securities, common stock, preferred stock, depositary shares, warrants, rights, purchase contracts or units;

On June 7, 2018, pursuant to the Agreement and Plan of Merger, dated as of September 14, 2016 (the Merger Agreement), among the Company, Bayer Aktiengesellschaft (Bayer) and KWA Investment Co., an indirect wholly-owned subsidiary of Bayer (Merger Sub), Merger Sub merged with and into Monsanto, with Monsanto continuing as the surviving company and as an indirect wholly-owned subsidiary of Bayer (the Merger). As a result of the consummation of the Merger, the Company has terminated all offerings of its securities pursuant to the above referenced S-3 Registration Statement. In accordance with an undertaking made by the Company in the S-3 Registration Statement to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, the Company hereby removes and withdraws from registration all securities of the Company registered pursuant to the S-3 Registration Statement that remain unsold as of the date hereof.

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 to the S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on this June 7, 2018.

MONSANTO COMPANY

By: /s/ Michelle Bushore
Name: Michelle Bushore
Title: Corporate Secretary

Pursuant to the Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the specified registration statement on Form S-3.