

Virginia Holdco, Inc.
Form S-4/A
July 13, 2007

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As filed with the Securities and Exchange Commission on July 12, 2007

Registration No. 333-142060

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

Amendment No. 3

To

Form S-4

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VIRGINIA HOLDCO, INC.

(Exact name of Registrant as specified in its charter)

New Jersey

*(State or other jurisdiction of
incorporation or organization)*

1400

*(Primary Standard Industrial
Classification Code Number)*

20-8579133

*(I.R.S. Employer
Identification No.)*

**c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000**

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

**William F. Denson, III, Esq.
Vice President and Secretary
Virginia Holdco, Inc.
c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000**

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

Copies to:

<p>John D. Milton, Jr., Esq. Florida Rock Industries, Inc. 155 East 21st Street Jacksonville, Florida 32206 904-355-1781</p>	<p>Thomas A. Roberts, Esq. Raymond O. Gietz, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10154 212-310-8000</p>	<p>Daniel B. Nunn Jr., Esq. McGuireWoods LLP Bank of America Tower 50 North Laura Street, Suite 3300 Jacksonville, Florida 32202 904-360-6339</p>	<p>Edward D. Herlihy, Esq. Igor Kirman, Esq. Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, New York 10019 212-403-1000</p>
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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed mergers described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(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.

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	13,087,491	Not Applicable	\$1,441,008,865	\$45,000

(1) The number of shares of common stock, par value \$0.01 per share, of the registrant (Holdco Common Stock) being registered is based upon the product obtained by multiplying (i) 69,245,981 shares of common stock, par value \$0.10 per share, of Florida Rock Industries, Inc. (Florida Rock Common Stock) estimated to be outstanding immediately prior to the Florida Rock merger (including 3,296,644 shares of Florida Rock common stock subject to options exercisable prior to the expected closing of the Florida Rock merger), by (ii) 30% (being the maximum number of shares of Florida Rock Common Stock convertible into shares of Holdco Common

Stock), by (iii) the exchange ratio of 0.63.

- (2) Pursuant to Rules 457(f)(1) and 457(c) under the Securities Act of 1933, as amended (the Securities Act) and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is equal to (i) the product obtained by multiplying (a) \$67.71 (the average of the high and low prices of Florida Rock Common Stock on April 11, 2007), by (b) 69,245,981 shares of Florida Rock Common Stock (estimated number of shares of Florida Rock Common Stock to be cancelled in the Florida Rock merger), minus (ii) \$3,247,636,509 (the estimated amount of cash to be paid by the registrant to Florida Rock s shareholders in the Florida Rock merger).
- (3) Previously paid.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.

SUBJECT TO COMPLETION DATED JULY 12, 2007

**TO THE SHAREHOLDERS OF
FLORIDA ROCK INDUSTRIES, INC.**

FLORIDA ROCK MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Shareholder,

After careful consideration, the board of directors of Florida Rock Industries, Inc. (Florida Rock), by a unanimous vote of directors voting, has adopted an agreement and plan of merger with Vulcan Materials Company (Vulcan). As part of the transaction, Florida Rock and Vulcan will become subsidiaries of Virginia Holdco, Inc., a new holding corporation (Holdco), and Florida Rock common shareholders will have the right to elect to receive either \$67.00 in cash, without interest, or 0.63 of a share of Holdco common stock for each share of Florida Rock common stock that they own. The elections are subject to proration so that, in the aggregate, 70% of all outstanding shares of Florida Rock common stock will be exchanged for cash and 30% of all outstanding shares of Florida Rock common stock will be exchanged for shares of Holdco common stock. In addition, Vulcan common shareholders will receive one share of Holdco common stock for each share of Vulcan common stock that they own. Approximately 13,034,069 shares of Holdco common stock will be issued in the merger in exchange for shares of Florida Rock common stock. Upon completion of the transaction, we estimate that Florida Rock s former shareholders will own approximately 12%, and former Vulcan shareholders will own approximately 88%, of the common stock of Holdco. The common stock of Holdco is expected to be listed on the New York Stock Exchange under Vulcan s current ticker symbol, VMC, Vulcan is expected to be renamed VMC Corp. and Holdco is expected to be renamed Vulcan Materials Company after the closing of the transaction.

Florida Rock will hold a special meeting of shareholders at which we will ask our shareholders to approve the merger agreement. Information about this meeting and the transaction is contained in this proxy statement/prospectus. **In particular, see Risk Factors beginning on page 14.** We urge you to read this proxy statement/prospectus, and the documents incorporated by reference into this proxy statement/prospectus, carefully and in their entirety.

The approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Florida Rock common stock. No vote of Vulcan shareholders is required in order to approve the merger agreement. Pursuant to a support agreement with certain members and affiliates of the Baker family, such members and affiliates of the Baker family have agreed to vote certain of the shares of Florida Rock common stock beneficially owned by them, representing approximately 9.9% of the outstanding shares of Florida Rock common stock, in favor of the approval of the merger agreement.

Whether or not you plan to attend the special meeting, please vote as soon as possible to make sure that your shares are represented at that meeting. If you do not vote, it will have the same effect as voting against the merger proposal.

The Florida Rock board of directors unanimously recommends (with the undersigned, Edward L. Baker and Thompson S. Baker II abstaining) that you vote FOR the approval of the merger agreement.

Sincerely,

/s/ John D. Baker II
John D. Baker II
President and Chief Executive Officer
Florida Rock Industries, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated _____, 2007, and is first being mailed to shareholders of Florida Rock on or about _____, 2007.

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**FLORIDA ROCK INDUSTRIES, INC.
155 East 21st Street, Jacksonville, Florida 32206**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD , 2007**

To the Shareholders of Florida Rock Industries, Inc.:

A special meeting of the shareholders of Florida Rock Industries, Inc. will be held at , on , 2007 at a.m., local time, for the following purposes:

1. to consider and vote upon the approval of the Agreement and Plan of Merger, dated as of February 19, 2007, as amended on April 9, 2007, by and among Vulcan Materials Company, a New Jersey corporation, Florida Rock Industries, Inc., a Florida corporation, Virginia Holdco, Inc., a New Jersey corporation, Virginia Merger Sub, Inc., a New Jersey corporation, and Fresno Merger Sub, Inc., a Florida corporation;
2. to consider and vote upon an adjournment of the special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the special meeting to approve the first proposal described above; and
3. to transact such other business as may properly come before the special meeting and any adjournment or postponement thereof.

We have included a copy of the Agreement and Plan of Merger as Annex A to the accompanying proxy statement/prospectus. The proxy statement/prospectus further describes the matters to be considered at the special meeting.

The approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Florida Rock common stock. Pursuant to a support agreement with certain members and affiliates of the Baker family, such members and affiliates of the Baker family have agreed to vote certain of the shares of Florida Rock common stock beneficially owned by them, representing approximately 9.9% of the outstanding shares of Florida Rock common stock, in favor of the approval of the merger agreement. The affirmative vote of a majority of the votes cast at the special meeting is required to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies.

The board of directors of Florida Rock unanimously (with Edward L. Baker, John D. Baker II and Thompson S. Baker II abstaining) recommends that you vote FOR the approval of the Agreement and Plan of Merger at the special meeting and FOR the approval of the adjournment of the meeting, if necessary or appropriate, to solicit additional proxies.

Only shareholders of record at the close of business on , 2007 will be entitled to notice of and to vote at the special meeting and any adjournments or postponements thereof. To vote your shares, please complete and return the enclosed proxy card or voting instruction card, or, if available, submit your voting instruction by telephone or through the Internet. You may also cast your vote in person at the special meeting. Please vote promptly whether or not you expect to attend the special meeting.

By Order of the Board of Directors,

/s/ John D. Milton, Jr.

John D. Milton, Jr.
Executive Vice President
Treasurer and Chief Financial Officer

, 2007

PLEASE VOTE YOUR SHARES PROMPTLY.

YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD OR VOTING INSTRUCTION CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL D.F. KING & CO., INC. AT (212) 269-5550 COLLECT OR (800) 347-4750 TOLL FREE.

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information from other documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain those documents incorporated by reference in this proxy statement/prospectus or other information about the companies that is filed with the Securities and Exchange Commission (the SEC) under the Securities and Exchange Act of 1934, as amended (the Exchange Act), by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

For information about Vulcan:

By Mail: Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
Attention: Office of the Secretary

By Telephone: 205-298-3000

For information about Florida Rock:

By Mail: Florida Rock Industries, Inc.
155 East 21st Street
Jacksonville, Florida 32206
Attention: Office of the Secretary

By Telephone: 904-355-1781

IF YOU WOULD LIKE TO REQUEST ANY DOCUMENTS, PLEASE DO SO BY [], 2007 IN ORDER TO RECEIVE THEM BEFORE THE SPECIAL MEETING.

For additional information on documents incorporated by reference in this proxy statement/prospectus, please see [Where You Can Find More Information](#).

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Annex B	Support Agreement
Annex C	Shareholders Agreement
Annex D	Opinion of Lazard Frères & Co. LLC
Annex E	Form of Holdco Amended and Restated Certificate of Incorporation
Annex F	Form of Holdco Amended and Restated By-Laws
Annex G	Vulcan Materials Company Annual Report on Form 10-K for the year ended December 31, 2006
Annex H	Vulcan Materials Company Proxy Statement for its 2007 Annual Meeting of Shareholders
Annex I	Vulcan Materials Company Quarterly Report on Form 10-Q for the quarter ended March 31, 2007
Annex J	Vulcan Materials Company Current Report on Form 8-K dated July 12, 2007

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTION

The questions and answers below highlight only selected procedural information from this proxy statement/prospectus. They do not contain all of the information that may be important to you. You should read carefully the entire proxy statement/prospectus and the additional documents incorporated by reference into this proxy statement/prospectus to fully understand the voting procedures for the special meeting and the procedures for making cash and share elections.

Q. What is the proposed transaction for which I am being asked to vote?

- A. You, as a shareholder of Florida Rock Industries, Inc., are being asked to vote to approve at a special meeting an Agreement and Plan of Merger dated as of February 19, 2007, as amended on April 9, 2007, which we refer to in this proxy statement/prospectus as the merger agreement, entered into by and among Vulcan Materials Company, Florida Rock Industries, Inc., Virginia Holdco, Inc., Virginia Merger Sub, Inc. and Fresno Merger Sub, Inc. In this proxy statement/prospectus, we also refer to Vulcan Materials Company as Vulcan, to Florida Rock Industries, Inc. as Florida Rock, and to Virginia Holdco, Inc. as Holdco.

Subject to the terms and conditions of the merger agreement, Virginia Merger Sub, Inc. (a wholly owned subsidiary of Holdco) will merge with and into Vulcan (which we refer to as the Vulcan merger), and Fresno Merger Sub, Inc. (a wholly owned subsidiary of Holdco) will merge with and into Florida Rock (which we refer to as the Florida Rock merger). We refer to the Vulcan merger and the Florida Rock merger together as the mergers, and neither merger will occur unless both do. Vulcan and Florida Rock will survive their respective mergers as wholly owned subsidiaries of Holdco.

You are also being asked to vote to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger agreement.

Q. Are Vulcan shareholders being asked to vote on the proposed transaction?

- A. No. No vote of Vulcan shareholders is required to approve the merger agreement.

Q. What will I receive for my Florida Rock shares in the Florida Rock merger?

- A. You may make one of the following elections, or a combination of the two, regarding the type of merger consideration you wish to receive in exchange for your shares of Florida Rock common stock:

a cash election to receive \$67.00 in cash, without interest, for each share of Florida Rock common stock; or

a share election to receive 0.63 of a share of Holdco common stock for each share of Florida Rock common stock.

If you make a cash election or a share election, the form of merger consideration that you actually receive as a Florida Rock shareholder may be adjusted as a result of the proration procedures pursuant to the merger agreement as described in this proxy statement/prospectus under The Mergers Florida Rock Shareholders Making Cash and Share Elections on page 55. These proration procedures are designed to ensure that 30% of Florida Rock shares outstanding immediately prior to the Florida Rock merger are converted into Holdco shares

and 70% of Florida Rock shares outstanding immediately prior to the Florida Rock merger are converted into cash.

Q. How and when do I make a cash election or a share election?

- A. You should carefully review and follow the instructions accompanying the form of election provided together with this proxy statement/prospectus. To make a cash election or a share election, Florida Rock shareholders of record must properly complete, sign and send the form of election and any stock certificates representing their Florida Rock shares to The Bank of New York, the Exchange Agent, at the following address:

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<i>By mail:</i>	<i>By overnight courier:</i>	<i>By hand:</i>	<i>By facsimile transmission:</i> (for eligible institutions only)
The Bank of New York <i>Florida Rock Industries, Inc.</i> P.O. Box 859208 Braintree, MA 02185-9208	The Bank of New York <i>Florida Rock Industries, Inc.</i> 161 Bay State Drive Braintree, MA 02184	The Bank of New York Reorganization Services 101 Barclay Street Receive and Deliver Window Street Level New York, NY 10286	781-930-4903 <i>To confirm facsimile only:</i> (Tel.) 781-930-4900

Questions regarding the cash or share elections should be directed to D. F. King & Co., Inc., the Information Agent, at 800-347-4750 (banks and brokers call collect: 212-269-5550).

The exchange agent must receive the form of election and any stock certificates representing Florida Rock shares, a book-entry transfer of shares or a guarantee of delivery as described in the instructions accompanying the form of election by the election deadline. **The election deadline will be 5:00 p.m., EDT, on _____, 2007, the date of the special meeting, unless the completion of the Florida Rock merger will occur more than four business days following the date of the special meeting, in which case the election deadline will be extended until two business days before the completion of the Florida Rock merger.** Vulcan and Florida Rock will publicly announce the election deadline at least five business days prior to the anticipated completion date of the Florida Rock merger.

If you own Florida Rock shares in street name through a bank, broker or other nominee and you wish to make an election, you should seek instructions from the financial institution holding your shares concerning how to make your election.

If you are a participant in the Florida Rock Industries, Inc. Profit Sharing and Deferred Earnings Plan or The Arundel Corporation Profit Sharing and Savings Plan and you wish to make an election, you will receive instructions from your plan administrator concerning how to make your election with respect to Florida Rock shares allocated to your account.

Q. Can I elect to receive cash consideration for a portion of my Florida Rock shares and share consideration for my remaining Florida Rock shares?

A. Yes. The form of election allows an election to be made for cash consideration or share consideration for all or any portion of your Florida Rock shares.

Q. Can I change my election after the form of election has been submitted?

A. Yes. You may revoke your election prior to the election deadline by submitting a written notice of revocation to the exchange agent or by submitting new election materials. Revocations must specify the name in which your shares are registered on the stock transfer books of Florida Rock and such other information as the exchange agent may request. If you wish to submit a new election, you must do so in accordance with the election procedures described in this proxy statement/prospectus and the form of election. If you instructed a broker to submit an election for your shares, you must follow your broker's directions for changing those instructions. **Whether you revoke your election by submitting a written notice of revocation or by submitting new election materials, the notice or materials must be received by the exchange agent by the election deadline in order for the revocation to be valid.**

Q. May I transfer Florida Rock shares after an election is made?

- A. No. Florida Rock shareholders who have made elections will be unable to sell or otherwise transfer their shares after making the election, unless the election is properly revoked before the election deadline or unless the merger agreement is terminated.

Q. What if I do not send a form of election or it is not received?

- A. If the exchange agent does not receive a properly completed form of election from you before the election deadline, together with any stock certificates representing the shares you wish to exchange for cash or shares of Holdco common stock, properly endorsed for transfer, a book-entry transfer of shares or a guarantee of delivery as described in the form of election, then you will have no control over the type of merger consideration you receive. As a result, your Florida Rock shares may be exchanged for cash consideration, share consideration or a combination of cash consideration and share consideration consistent with the proration procedures contained in the merger agreement and described under *The Mergers – Florida Rock Shareholders Making Cash and Share Elections* beginning on page 55. Because the value of the share consideration and cash consideration

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may differ and other shareholders would likely elect the consideration having the higher value, in such a circumstance you would likely receive the consideration having the lower value at the time. **You bear the risk of delivery and should send any form of election by courier or by hand to the appropriate addresses shown in the form of election.**

If you do not make a valid election with respect to the Florida Rock shares you own of record, after the completion of the Florida Rock merger, you will receive written instructions from the exchange agent on how to exchange your Florida Rock stock certificates for the shares of Holdco common stock and/or cash that you are entitled to receive in the Florida Rock merger as a non-electing Florida Rock shareholder.

Q. May I submit a form of election even if I do not vote to approve the merger agreement?

- A. Yes. You may submit a form of election even if you vote against the approval of the merger agreement or abstain with respect to the approval of the merger agreement.

Q. What shareholder approvals are needed for Florida Rock?

- A. Approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Florida Rock common stock.

Each holder of Florida Rock common stock is entitled to one vote per share.

As of _____, 2007, the record date for determining shareholders entitled to vote at the special meeting, there were _____ shares of Florida Rock common stock outstanding.

Pursuant to a support agreement with certain members and affiliates of the Baker family, such members and affiliates of the Baker family have agreed to vote certain shares of Florida Rock common stock beneficially owned by them, representing approximately 9.9% of the outstanding shares of Florida Rock common stock, in favor of the approval of the merger agreement.

The affirmative vote of a majority of the votes cast at the special meeting is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the meeting to approve the merger agreement.

Q. When and where is the special meeting?

- A. The special meeting will be held at _____, on _____, 2007 at _____ a.m., local time.

Q. What is the recommendation of the Florida Rock Board of Directors?

- A. The Florida Rock Board of Directors unanimously (with Edward L. Baker, John D. Baker II and Thompson S. Baker II abstaining) recommends a vote FOR the approval of the merger agreement and a vote FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.