

PATTERSON COMPANIES, INC.  
Form POS AM  
March 23, 2017

**As filed with the Securities and Exchange Commission on March 23, 2017**

**Registration Nos. 333-19951, 333-41199, 333-61489, 333-79147, 333-116226**

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

**Post-Effective Amendment No. 1**

**to**

**Form S-3 Registration No. 333-19951**

**Form S-3 Registration No. 333-41199**

**Form S-3 Registration No. 333-61489**

**Form S-3 Registration No. 333-79147**

**Form S-3 Registration No. 333-116226**

***UNDER***

***THE SECURITIES ACT OF 1933***

**PATTERSON COMPANIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Minnesota**

**41-0886515**

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

**(I.R.S. Employer**

**Identification Number)**

**1031 Mendota Heights Road**

**St. Paul, Minnesota 55120**

**(651) 686-1600**

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

*Copies to:*

**Ann B. Gugino**

**Les B. Korsh, Esq.**

**Executive Vice President, Chief  
Financial Officer and Treasurer**

**Brett D. Anderson, Esq.**

**Vice President, General Counsel  
and Secretary**

**Briggs and Morgan, P.A.**

**Patterson Companies, Inc.**

**2200 IDS Center**

**Patterson Companies, Inc.**

**1031 Mendota Heights Road**

**Minneapolis, Minnesota 55402**

**1031 Mendota Heights Road**

**St. Paul, Minnesota 55120**

**(612) 977-8400 (phone)**

**St. Paul, Minnesota 55120**

**(651) 686-1600**

**(612) 977-8650 (fax)**

**(651) 686-1600**

**(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

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, as amended, 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 and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

### **DEREGISTRATION OF SECURITIES**

Patterson Companies, Inc. (the Registrant ) is filing this Post-Effective Amendment No. 1 to its Registration Statements on Form S-3 (File Nos. 333-19951, 333-41199, 333-61489, 333-79147 and 333-116226) (the Registration Statements ) to deregister the shares of the Registrant s common stock, par value \$0.01 per share (the Shares ), registered with the Securities and Exchange Commission on the Registration Statements.

The Registrant is filing this Post-Effective Amendment No. 1 to deregister the Shares because the Registrant s obligation to keep the Registration Statements effective pursuant to the terms of the Registrant s registration rights agreements with the selling shareholders identified in the prospectuses included in the Registration Statements has expired, and all non-affiliate selling shareholders should now be eligible to effect resales of their Shares under Rule 144.

The Registrant hereby terminates the effectiveness of the Registration Statements and deregisters all of the Shares registered on the Registration Statements that were not resold thereunder as of the date hereof.

**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 No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Saint Paul, State of Minnesota, on this 23<sup>rd</sup> day of March, 2017.

**PATTERSON COMPANIES, INC.**

By: /s/ Scott P. Anderson  
 Scott P. Anderson  
 President, Chief Executive Officer and  
 Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

|  |  |                |
|--|--|----------------|
| /s/ Scott P. Anderson<br>Scott P. Anderson   | President, Chief Executive Officer<br>and Chairman of the Board<br>(Principal Executive Officer &<br>Chairman of the Board of Directors) | March 23, 2017 |
| /s/ Ann B. Gugino<br>Ann B. Gugino           | Executive Vice President, Chief<br>Financial Officer and Treasurer<br>(Principal Financial and Accounting<br>Officer)                    | March 23, 2017 |
| /s/ John D. Buck<br>John D. Buck             | Director   | March 23, 2017 |
| /s/ Jody H. Feragen<br>Jody H. Feragen       | Director   | March 23, 2017 |
| /s/ Sarena S. Lin<br>Sarena S. Lin           | Director   | March 23, 2017 |
| /s/ Ellen A. Rudnick<br>Ellen A. Rudnick     | Director   | March 23, 2017 |
| /s/ Neil A. Schrimsher<br>Neil A. Schrimsher | Director   | March 23, 2017 |
| /s/ Les C. Vinney<br>Les C. Vinney           | Director   | March 23, 2017 |
| /s/ James W. Wiltz<br>James W. Wiltz         | Director   | March 23, 2017 |