

Fresh Market, Inc.  
Form S-8 POS  
April 27, 2016

As filed with the Securities and Exchange Commission on April 27, 2016

Registration No. 333-170414

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**THE FRESH MARKET, INC.**

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

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

**56-1311233**  
**(I.R.S. Employer Identification No.)**

**628 Green Valley Road, Suite 500**

**Greensboro, North Carolina**  
**(Address of Principal Executive Offices)**

**27408**  
**Zip Code**

**THE FRESH MARKET, INC. 2010 OMNIBUS INCENTIVE COMPENSATION PLAN**

**THE FRESH MARKET, INC. EMPLOYEE STOCK PURCHASE PLAN**

**THE FRESH MARKET DEFERRED COMPENSATION PLAN AMENDED AND RESTATED**

**EFFECTIVE MARCH 1, 2010**

**(Full titles of the plans)**

**Scott Duggan**

**Senior Vice President and General Counsel**

**The Fresh Market, Inc.**

**628 Green Valley Road, Suite 500**

**Greensboro, North Carolina 27408**

**(Name and address of agent for service)**

**(336) 272-1338**

**(Telephone number, including area code, of agent for service)**

Copies of all communications, including all communications sent to the agent for service, should be sent to:

**Howard Kenny**

**Robert G. Robison**

**Morgan, Lewis & Bockius LLP**

**101 Park Avenue**

**New York, New York 10178**

**(212) 309-6000**

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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 file 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

EXPLANATORY NOTE

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this **Post-Effective Amendment** ) relates to the Registration Statement of The Fresh Market, Inc. ( **The Fresh Market** ) on Form S-8 (Registration No. 333-170414), filed with the Securities and Exchange Commission (the **SEC** ) on November 5, 2010 (the **Registration Statement** ), which registered the offering of 3,500,000 shares of common stock, par value \$0.01 per share ( **Common Stock** ), pursuant to the terms of The Fresh Market, Inc. 2010 Omnibus Incentive Compensation Plan, 1,000,000 shares of Common Stock pursuant to the terms of The Fresh Market, Inc. Employee Stock Purchase Plan and \$10,000,000 of deferred compensation obligations pursuant to the terms of The Fresh Market Deferred Compensation Plan Amended and Restated Effective March 1, 2010 ( **Deferred Compensation Obligations** ).

On April 27, 2016, pursuant to the Agreement and Plan of Merger, dated as of March 11, 2016 (the **Merger Agreement** ), by and among The Fresh Market, a Delaware corporation, Pomegranate Holdings, Inc., a Delaware corporation ( **Parent** ) and Pomegranate Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ( **Purchaser** ), Purchaser merged with and into The Fresh Market with The Fresh Market surviving as a wholly owned subsidiary of Parent (the **Merger** ). As a result of the Merger, The Fresh Market has terminated all offerings of its Common Stock and Deferred Compensation Obligations pursuant to its existing registration statements, including the Registration Statement.

In connection with the Merger and other transactions contemplated by the Merger Agreement, and in accordance with an undertaking made by The Fresh Market in the Registration Statement to remove from registration by means of a post-effective amendment, any shares of Common Stock or Deferred Compensation Obligations which remain unsold or redeemed at the termination of the offering, The Fresh Market hereby removes and withdraws from registration all securities of The Fresh Market registered pursuant to the Registration Statement that remain unsold as of the date hereof.

**SIGNATURE**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greensboro, the State of North Carolina, on this 27 day of April 2016.

**THE FRESH MARKET, INC.**

By: /s/ Scott Duggan

Name: Scott Duggan

Title: Senior Vice President and General  
Counsel

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.