

FRIENDLY ICE CREAM CORP  
Form S-8 POS  
August 30, 2007

As filed with the Securities and Exchange Commission on August 30, 2007

Registration No. 333-106405

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

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

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**FRIENDLY ICE CREAM CORPORATION**

(Exact name of registrant as specified in its charter)

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Massachusetts  
(State or other jurisdiction  
of incorporation or organization)

1855 Boston Road

Wilbraham, MA 01095

(Address of Principal Executive Offices) (Zip Code)

04-2053130  
(I.R.S. Employer

Identification Number)

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**FRIENDLY ICE CREAM CORPORATION 2003 INCENTIVE PLAN**

(Full title of the plan)

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**Robert K. Sawyer, Jr.**

**Vice President and Secretary**

**Friendly Ice Cream Corporation**

**1855 Boston Road, Wilbraham, MA 01095**

**(413) 731-4000**

(Name and address of agent for service)

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

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**REMOVAL OF SHARES FROM REGISTRATION**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed in order to deregister all securities remaining unsold under that certain Registration Statement on Form S-8 (Registration No. 333-106405) which was filed on June 24, 2003 to register 307,000 shares of the common stock of Friendly Ice Cream Corporation (the Company ) issuable under the Friendly Ice Cream Corporation 2003 Incentive Plan (the Plan ) and the associated 307,000 rights to preferred stock of Friendly Ice Cream Corporation (the Rights ) issuable upon the occurrence of certain events under the Rights Agreement entered into on November 19, 1997 ( Rights Agreement ). The Company also filed a registration statement on Form S-8 (Registration No. 333-135438) which registered an additional 300,000 shares and related Rights under the Plan. The Company filed a post-effective amendment under that S-8 to deregister such shares as well.

On August 30, 2007, pursuant to an Agreement and Plan of Merger, dated as of June 17, 2007 (the Merger Agreement ), by and among the Company, Freeze Operations, Inc. ( Merger Sub ) and Freeze Operations Holding Corp. ( Freeze Operations ), Merger Sub merged with and into the Company (the Merger ), with the Company surviving the Merger and becoming a wholly owned subsidiary of Freeze Operations. As provided in the Merger Agreement, each issued and outstanding share of common stock, \$.01 par value per share, of the Company (the Common Stock ), was converted into the right to receive cash in the amount of \$15.50.

Pursuant to the Plan, upon the consummation of the Merger, each outstanding option to purchase Common Stock became fully vested and, pursuant to the Merger Agreement, was converted into the right to receive, at the effective time of the Merger, a payment in cash equal to the product of: (i) the excess, if any, of \$15.50 over the per share exercise price of the option, multiplied by (ii) the number of shares of Common Stock subject to the option.

The Rights are not exercisable until the occurrence of certain events which did not occur, thus upon the consummation of the Merger, the Rights expired and holders of the Rights are not entitled to any compensation for their Rights.

**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-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 Wilbraham, Massachusetts, on the 30<sup>th</sup> day of August, 2007.

FRIENDLY ICE CREAM CORPORATION

By: /s/ Paul V. Hoagland

Name: Paul V. Hoagland

Title: Chief Financial Officer and Executive

Vice President - Administration