

RICHARDSON ELECTRONICS LTD/DE

Form POS AM

November 21, 2007

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 21, 2007

Registration Statement No. 333-130219

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

Post-Effective Amendment No. 3

to

FORM S-1

Registration Statement

Under the

Securities Act of 1933

RICHARDSON ELECTRONICS, LTD.

(Exact name of registrant as specified in its charter)

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

5065
*(Primary Standard Industrial
Classification Code Number)*

36-2096643
*(I.R.S. Employer
Identification Number)*

40W267 Keslinger Road

P.O. Box 393

LaFox, Illinois 60147-0393

(630) 208-2200

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

Kyle C. Badger, Esq.

Executive Vice President, General Counsel & Secretary

Richardson Electronics, Ltd.

P.O. Box 393

LaFox, Illinois 60147-0393

(630) 208-2200

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

Copies to:

Scott Hodes, Esq.

C. Brendan Johnson, Esq.

Bryan Cave LLP

161 North Clark Street, Suite 4800

Chicago, Illinois 60601

Tel: (312) 602-5000

Fax: (312) 602-5050

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Richardson Electronics, Ltd. (the Company) files this post-effective amendment No. 3 to the registration statement on Form S-1 (File No. 333-130219) (as amended, the Registration Statement) to deregister securities which were registered under the Registration Statement but were not sold under the Registration Statement. The offering contemplated by the Registration Statement was the resale of up to \$19,000,000 aggregate principal amount of the Company's 8% Convertible Senior Subordinated Notes due 2011 (the Notes) and the common stock issuable upon conversion thereof (together, the Securities).

In connection with the original issuance of the Notes on November 21, 2005, the Company entered into a Resale Registration Rights Agreement with initial holders of the Notes. On November 21, 2007, the Company's obligation to maintain the effectiveness of the Registration Agreement expired and therefore the Company is terminating this offering. Those selling securityholders that are not affiliates of the Company, as defined in Rule 144 under the Securities Act of 1933, may continue to sell the Securities as may be permitted by Rule 144(k).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this post-effective amendment no. 3 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Kane, State of Illinois, on November 21, 2007.

RICHARDSON ELECTRONICS, LTD.

By: /S/ EDWARD J. RICHARDSON

Name: Edward J. Richardson

Title: Chairman of the Board and

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-------------------|
| /s/ EDWARD J. RICHARDSON Edward J. Richardson | Chairman of the Board and Chief Executive Officer (principal executive officer) | November 21, 2007 |
| /s/ KATHLEEN S. DVORAK Kathleen S. Dvorak | Chief Financial Officer (principal financial and accounting officer) | November 21, 2007 |
| /s/ ARNOLD R. ALLEN* Arnold R. Allen | Director | November 21, 2007 |
| /s/ JACQUES BOUYER* Jacques Bouyer | Director | November 21, 2007 |

/s/ SCOTT HODES*

Director

November 21, 2007

Scott Hodes

/s/ AD KETELAARS*

Director

November 21, 2007

Ad Ketelaars

/s/ JOHN R. PETERSON*

Director

November 21, 2007

John R. Peterson

/s/ HAROLD L. PURKEY*

Director

November 21, 2007

Harold L. Purkey

/s/ SAMUEL RUBINOVITZ*

Director

November 21, 2007

Samuel Rubinovitz

* Signed by Kyle C. Badger as attorney-in-fact.