

SiteOne Landscape Supply, Inc.
Form S-1MEF
November 29, 2016

As filed with the Securities and Exchange Commission on November 29, 2016

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SiteOne Landscape Supply, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5040
(Primary Standard Industrial
Classification Code Number)
300 Colonial Center Parkway, Suite 600

36-4485550
(I.R.S. Employer
Identification Number)

Roswell, Georgia 30076

(470) 277-7000

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

Briley Brisendine

Executive Vice President, General Counsel and Secretary

SiteOne Landscape Supply, Inc.

300 Colonial Center Parkway, Suite 600

Roswell, Georgia 30076

(470) 277-7000

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

with copies to:

Peter J. Loughran, Esq.

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

John C. Ericson, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective.

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, check the following box.

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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. 333-214628

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 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.

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

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Aggregate Offering Price Per Share(1)(2) | Proposed Maximum Aggregate Offering Price(1)(2) | Amount of Registration Fee |
|---|-----------------------------------|--|--|-----------------------------------|
| Common stock, \$0.01 par value per share | 1,150,000 | \$33.00 | \$37,950,000 | \$4,399 |

(1) Includes shares/offering price of shares that may be sold upon exercise of the underwriters' option to purchase additional shares.

(2) This amount represents the proposed maximum aggregate offering price of the securities registered hereunder. Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed by SiteOne Landscape Supply, Inc. (the Company) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to register an additional number of shares of the Company's common stock, par value \$0.01 per share. The Company hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-214628), as amended (including the exhibits thereto), declared effective on November 29, 2016 by the U.S. Securities and Exchange Commission (the Commission).

CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account as soon as practicable (but no later than the close of business on November 30, 2016), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) it will confirm receipt of such instructions by its bank during regular business hours on November 30, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, SiteOne Landscape Supply, Inc. has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roswell, State of Georgia on November 29, 2016.

SITEONE LANDSCAPE SUPPLY, INC.

By: /s/ Briley Brisendine
Name: Briley Brisendine
Title: Executive Vice President, General
Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on November 29, 2016 by the following persons in the capacities indicated.

| Signature | Title |
|------------------------------|--|
| * Paul S. Pressler | Director, Chairman of the Board |
| * Doug Black | Director, Chief Executive Officer (Principal Executive Officer) |
| * John T. Guthrie | Executive Vice President, Chief Financial Officer and Assistant Secretary (Principal Financial Officer and Principal Accounting Officer) |
| * William W. Douglas, III | Director |
| * Kenneth A. Giuriceo | Director |
| * Jeri L. Isbell | Director |
| * John Lagemann | Director |
| * Wes Robinson | Director |
| * David H. Wasserman | Director |
| * | Director |

Jack L. Wyszomierski

*By: /s/ Briley Brisendine
Briley Brisendine
as Attorney-in-Fact

EXHIBIT INDEX

Exhibit

Number

Exhibit Description

| | |
|------|---|
| 5.1 | Opinion of Debevoise & Plimpton LLP (filed as Exhibit 5.1 to the Registration Statement on Form S-1 of the Company (File No. 333-214628) and incorporated herein by reference). |
| 23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Debevoise & Plimpton LLP (included in their opinion filed as Exhibit 5.1 to the Registration Statement on Form S-1 of the Company (File No. 333-214628) and incorporated herein by reference). |
| 24.1 | Powers of Attorney (contained on the signature pages to the Registration Statement on Form S-1 of the Company (File No. 333-214628) and incorporated herein by reference). |