

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-3/A

Registration statement for specified transactions by certain issuers [amend]

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### FILER

#### **ARCHER DANIELS MIDLAND CO**

CIK: **7084** | IRS No.: **410129150** | State of Incorpor.: **DE** | Fiscal Year End: **0630**  
Type: **S-3/A** | Act: **33** | File No.: **033-56223** | Film No.: **94566302**  
SIC: **2070** Fats & oils

Business Address  
4666 FARIES PKWY  
DECATUR IL 62526  
2174245200

56223

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

ARCHER-DANIELS-MIDLAND COMPANY  
(Exact name of Registrant as specified in its  
charter)

Delaware	41-0129150
(State or other jurisdiction	(I.R.S.
Employer	
of incorporation or	Identification
No.	
organization)	

4666 Faries Parkway  
Decatur, Illinois 62526  
217/424-5200

(Address and telephone number of Registrant's principal  
executive offices)

R. P. Reising

Vice President, Secretary and General Counsel  
Archer-Daniels-Midland Company  
4666 Faries Parkway  
Decatur, Illinois 62526  
217/424-5200

(Name, address and telephone number of agent for  
service)

Copies to:

Gerald T. Flom  
Faegre & Benson  
Secretary  
2200 Norwest Center

D. J. Smith  
Assistant  
Archer-Daniels-

Midland Company  
90 South Seventh Street  
Parkway  
Minneapolis, Minnesota 55402  
Illinois 62526

4666 Faries  
Decatur,

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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79,500 Shares  
ARCHER-DANIELS-MIDLAND COMPANY

Common Stock  
(Without Par Value)

The Common Stock of Archer-Daniels-Midland Company (the "Company") is listed on the New York Stock Exchange. The last reported sale price of the Common Stock on the New York Stock Exchange on December 19, 1994 was \$20.25 per share. See "Price Range of Common Stock".

This Prospectus relates to shares of Common Stock of the Company (the "Shares") which may be sold by the selling shareholders named under "Selling Shareholders". The Company will receive none of the proceeds from the sale of such shares. The Company will pay the expenses of the offering, estimated at \$14,000.

The distribution of the Shares by the Selling Shareholder may be effected from time to time in one or more transactions (which may involve block transactions) on the New York Stock Exchange or otherwise, in special offerings, exchange distributions or secondary distributions pursuant to and in accordance with the rules of the New York Stock Exchange, in the over-the-counter market, in negotiated transactions, through the writing of options on shares (whether such options are listed on an options exchange or otherwise), or a combination of such methods of sale, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Selling Shareholders may effect such transactions by selling Shares to

or through broker-dealers, and such broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions from the Selling Shareholders and/or purchasers of Shares for whom they may act as agent (which compensation may be in excess of customary commissions). See "Plan of Distribution".

THESE SECURITIES HAVE NOT BEEN APPROVED OR  
DISAPPROVED BY THE  
SECURITIES AND EXCHANGE COMMISSION OR ANY STATE  
SECURITIES  
COMMISSION NOR HAS THE SECURITIES AND EXCHANGE  
COMMISSION  
OR ANY STATE SECURITIES COMMISSION PASSED UPON THE  
ACCURACY  
OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION  
TO THE  
CONTRARY IS A CRIMINAL OFFENSE.

No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this Prospectus in connection with the offer made by this Prospectus, and, if given or made, such information or representations must not be relied upon as having been authorized. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation. The delivery of this Prospectus at any time shall not under any circumstances create an implication that there has been no change in the affairs of the Company since the date hereof.

The date of this Prospectus is \_\_\_\_\_, 1994.

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#### INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") are incorporated in and made a part of this Prospectus by reference: the Company's Annual Report on Form 10-K for the year ended June 30, 1994 (which incorporates by reference certain portions of the Company's 1994 Annual Report to Shareholders, including financial statements and notes thereto, and certain portions of the Company's definitive Notice and Proxy Statement for the Company's Annual Meeting of Shareholders held on October 20, 1994), the Company's Reports on Form 10-Q and Form 10-Q/A for the quarter ended September 30, 1994, and the description of the Company's Common Stock

included in registration statements and reports filed under the Exchange Act.

All reports and any definitive proxy or information statements filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of the offering of the Shares offered hereby shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

The Company will provide without charge to each person, including any beneficial owner, to whom a copy of the Prospectus is delivered, on the written or oral request of any such person, a copy of any or all of the documents incorporated herein by reference (other than exhibits not specifically incorporated in such documents). Requests for such copies should be directed to the Secretary, Archer-Daniels-Midland Company, 4666 Faries Parkway, Decatur, Illinois 62526 (telephone number 217/424-5200).

#### ADDITIONAL INFORMATION

The Company is subject to the informational requirements of the Exchange Act and in accordance therewith files reports, proxy statements and other information with the Commission. Such reports, proxy statements and other information can be inspected and copied at the public reference facilities of the Commission at 450 Fifth Street N.W., Washington, D.C. 20549, and at the following regional offices of the Commission: 7 World Trade Center, Suite 1300, New York, New York 10048, and Northwestern National Center, Suite 1400, 500 West Madison Street, Chicago, Illinois 60661; and copies of such materials can be obtained from the public reference facilities of the Commission at 450 Fifth Street N.W., Washington, D.C. 20549, at prescribed rates.

The Company's Common Stock is listed on the New York Stock Exchange and the Midwest Stock Exchange, and reports, proxy statements and other information regarding the Company can also

be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005 and at the offices of the Midwest Stock Exchange, 440 South LaSalle Street, Chicago, Illinois 60603.

Additional information regarding the Company and the Shares offered hereby is contained in the Registration Statement, and exhibits thereto, in respect of the Shares offered hereby, filed with the Commission under the Securities Act of 1933. For further information regarding the Company and the Shares offered hereby, reference is made to the Registration Statement, and exhibits thereto, which may be inspected without charge at the offices of the Commission at 450 Fifth Street N.W., Washington, D.C. 20549, and copies thereof may be obtained from the Commission at prescribed rates.

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#### THE COMPANY

Archer-Daniels-Midland Company (the "Company") is a major processor of agricultural products for the food and feed industries. It is one of the largest oilseed and vegetable oil processors, corn refiners, fuel alcohol producers and wheat millers in the United States.

The Company was incorporated in Delaware in 1923 as the successor to a business formed in 1902. The Company's executive offices are located at 4666 Faries Parkway, Decatur, Illinois 62526 (telephone number 217/424-5200). References herein to the Company relate to Archer-Daniels-Midland Company, its subsidiaries and their predecessors unless otherwise noted or indicated by the context.

#### DIVIDENDS

The Company has paid cash dividends on its Common Stock in each year since 1927 and consecutive quarterly cash dividends since 1932. A 50% stock dividend in the form of a three-for-two stock split was declared on October 20, 1994 to shareholders of record on November 4, 1994 and paid on December 5, 1994. A cash dividend in the amount of \$0.025 per share was declared on October 20, 1994 to shareholders of record on November 4, 1994 and paid on November 28, 1994. The payment of future dividends will be determined by the Board of Directors based upon the level of earnings, the financial condition of the Company and other relevant factors.

#### PRICE RANGE OF COMMON STOCK

The Common Stock of the Company is listed on the New York Stock Exchange. The following table shows for the calendar periods indicated the high and low sales prices (rounded to the nearest 1/8) of the Company's Common stock on the New York Stock Exchange, Inc. Composite Tape, as reported by The Wall Street Journal, adjusted for stock dividends paid through the date hereof:

	High	Low
1992:		
First quarter.....	18-7/8	14-7/8
Second quarter.....	15-3/8	12-7/8
Third quarter.....	15-1/8	12-5/8
Fourth quarter.....	19-1/8	14-1/8
1993:		
First quarter.....	17-1/2	14-7/8
Second quarter.....	15-5/8	14-1/8
Third quarter.....	15-7/8	13-1/2
Fourth quarter.....	16-5/8	15-1/8
1994:		
First quarter.....	17-1/2	14-3/8
Second quarter.....	15-7/8	14-1/8
Third quarter.....	17-1/2	15-7/8
Fourth quarter (through December 19, 1994)	20-1/4	16-5/8

For a recent price of the Company's Common Stock on the New York Stock Exchange, see the cover page of this Prospectus.

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#### SELLING SHAREHOLDER

The following table lists the Selling Shareholder and the number of outstanding shares of Common Stock of the Company beneficially owned by the Selling Shareholder as of December 19, 1994. The maximum number of shares proposed to be sold by such Selling Shareholder pursuant to this Registration Statement is the number of shares as shown below.

Offering Selling Shareholder	Shares Owned Prior to Offering	Shares Owned After Shares Offered
Growmark, Inc.	3,028,998	79,500
2,949,498		

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## PLAN OF DISTRIBUTION

The distribution of the Shares by the Selling Shareholder may be effected from time to time in one or more transactions (which may involve block transactions) on the New York Stock Exchange or otherwise, in special offerings, exchange distributions or secondary distributions pursuant to and in accordance with the rules of the New York Stock Exchange, in the over-the-counter market, in negotiated transactions, through the writing of options on Shares (whether such options are listed on an options exchange or otherwise), or a combination of such methods of sale, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Selling Shareholder may effect such transactions by selling shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions from Selling Shareholder and/or purchasers of shares for whom they may act as agent (which compensation may be in excess of customary commissions). The Selling Shareholder and broker-dealers that participate with the Selling Shareholder in the distribution of shares may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act of 1933, and any commissions received by them and any profit on the resale of shares may be deemed to be underwriting compensation.

## LEGAL OPINIONS

The validity of the shares offered hereby will be passed upon for the Company by R. P. Reising, Vice President, Secretary and General Counsel of the Company. Mr. Reising beneficially owns shares of Common Stock of the Company.

## EXPERTS

The consolidated financial statements and schedules of Archer-Daniels-Midland Company for the year ended June 30, 1994, appearing or incorporated by reference in Archer-Daniels-Midland Company's Annual Report on Form 10-K have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements and schedules are incorporated herein by reference in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.



Item 16. Exhibits.

23 - Consent of independent auditors.

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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 Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Decatur, State of Illinois, on December 27, 1994.

ARCHER-DANIELS-MIDLAND COMPANY

/s/ D. J. Smith  
D. J. Smith  
Assistant Secretary  
and Corporate Counsel

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed on December 27, 1994, by the following persons in the capacities indicated:

Dwayne O. Andreas\*, Chairman of the Board and Chief Executive

(Principal Executive Officer)

/s/ Douglas J. Schmalz  
Douglas J. Schmalz, Vice President, Controller and  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

M. D. Andreas\*, Director

M. L. Andreas\*, Director

L. W. Andreas\*, Director

S. M. Archer, Jr.\*, Director

Ralph Bruce\*, Director

H. Buffett\*, Director

J. H. Daniels\*, Director

R. A. Goldberg\*, Director

H. D. Hale\*, Director

F. Ross Johnson\*, Director

Brian Mulroney\*, Director

J. R. Randall\*, Director

R. S. Strauss\*, Director

Mrs. N. A. Rockefeller\*, Director

J. K. Vanier\*, Director

O. G. Webb\*, Director

\*D. J. Smith, by signing his name hereto, does hereby sign this document on behalf of each of the above named officers and directors of the Registrant pursuant to powers of attorney duly executed by such persons.

/s/ D. J. Smith  
D. J. Smith  
Attorney-in-fact

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EXHIBIT INDEX

EXHIBIT NO.  
FILING

EXHIBIT

FORM OF

23 Consent of independent auditors  
Electronic



CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in Amendment No. 1 to the Registration Statement (Form S-3, No. 33-56223) and related Prospectus of Archer-Daniels-Midland Company for the registration of 79,500 shares of its common stock and to the incorporation by reference therein of our reports dated July 28, 1994, with respect to the consolidated financial statements and schedules of Archer-Daniels-Midland Company included or incorporated by reference in its Annual Report on Form 10-K for the year ended June 30, 1994, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP  
ERNST & YOUNG LLP

Minneapolis, Minnesota  
December 22, 1994