

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-3MEF

A new registration statement filed under Rule 462(b) to add securities to a prior related effective registration statement filed on Form S-3

Filing Date: **1995-07-28**  
SEC Accession No. **0000950112-95-002005**

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### FILER

#### **ECKERD CORP**

CIK: **31364** | IRS No.: **133302437** | State of Incorp.: **DE** | Fiscal Year End: **0131**  
Type: **S-3MEF** | Act: **33** | File No.: **033-61447** | Film No.: **95556710**  
SIC: **5912** Drug stores and proprietary stores

#### Mailing Address

*JACK ECKERD  
CORPORATION  
P O BOX 4689  
CLEARWATER FL 34618*

#### Business Address

*P O BOX 4689  
CLEARWATER FL 34618  
8133996000*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

ECKERD CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

13-3302437  
(IRS employer  
identification number)

8333 BRYAN DAIRY ROAD  
LARGO, FLORIDA 34647  
(813) 399-6000

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

ROBERT E. LEWIS, ESQ.  
VICE PRESIDENT/GENERAL COUNSEL  
8333 BRYAN DAIRY ROAD  
LARGO, FLORIDA 34647  
(813) 399-6000

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

COPIES TO:

<TABLE>

<S>

<C>

STACY J. KANTER, ESQ.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM  
919 THIRD AVENUE  
NEW YORK, NEW YORK 10022  
(212) 735-3000

MARK KESSEL, ESQ.  
SHEARMAN & STERLING  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022  
(212) 848-4000

</TABLE>

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: As soon as  
practicable after this registration statement becomes effective.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box: / /

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, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box: / /

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act of 1933, please check the

following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. X 33-60887

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

<TABLE>  
<CAPTION>

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
<S>	<C>	<C>	<C>	<C>
Common Stock (\$.01 par value).....	1,000,500 shares	\$32.25	\$32,266,125	\$11,127

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(1) Includes 130,500 shares of Common Stock that the Underwriters have the option to purchase to cover over-allotments, if any.

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This registration statement is being filed with respect to the registration of additional shares of common stock, \$.01 par value, of Eckerd Corporation, a Delaware corporation (the "Company"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"). Pursuant to Rule 462(b), the contents of the registration statement of the Company (File No. 33-60887), including the exhibits thereto, are incorporated by reference into this registration statement.

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Largo, State of Florida on July 28, 1995.

ECKERD CORPORATION

By /s/ SAMUEL G. WRIGHT  
.....  
Samuel G. Wright  
Executive Vice President/Chief  
Financial 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 date indicated:

<TABLE>  
<CAPTION>

SIGNATURE	TITLES	DATE
<S>	<C>	<C>
-----	-----	-----

/s/ STEWART TURLEY ..... Stewart Turley	Chairman of the Board and Chief Executive Officer	July 28, 1995
/s/ FRANCIS A. NEWMAN ..... Francis A. Newman	President, Chief Operating Officer and Director	July 28, 1995
* ..... John W. Boyle	Director	July 28, 1995
/s/ SAMUEL G. WRIGHT ..... Samuel G. Wright	Executive Vice President/ Chief Financial Officer	July 28, 1995
* ..... James T. Doluisio	Director	July 28, 1995
* ..... Donald F. Dunn	Director	July 28, 1995
* ..... Albert J. Fitzgibbons, III	Director	July 28, 1995
* ..... Lewis W. Lehr	Director	July 28, 1995
* ..... Rupinder S. Sidhu	Director	July 28, 1995
* ..... Alexis P. Michas	Director	July 28, 1995

\*By /s/ ROBERT E. LEWIS  
.....  
Robert E. Lewis  
Attorney-in-Fact

</TABLE>

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EXHIBIT INDEX

<TABLE>		
<CAPTION>		
EXHIBIT		
NUMBER		DESCRIPTION
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<S>	<C>	<C>
5.1	--	Opinion and consent of Robert E. Lewis, Esq. (Filed as Exhibit 5.1 to the Registration Statement on Form S-3 of the Company (File No. 33-60887) and incorporated by reference herein).
15.1	--	Letter of KPMG Peat Marwick LLP dated July 28, 1995 re Unaudited Interim Financial Information.
23.1	--	Consent of KPMG Peat Marwick LLP dated July 28, 1995.
23.2	--	Consent of Robert E. Lewis, Esq. (included in Exhibit 5.1 hereto).
24.1	--	Power of Attorney (Filed as Exhibit 24.1 to the Registration Statement on

Form S-3 of the Company (File No. 33-60887) and incorporated by reference herein).

</TABLE>

Eckerd Corporation  
8333 Bryan Dairy Road  
Largo, Florida 34647

Gentlemen:

Re: Registration Statement on Form S-3 of Eckerd Corporation  
Filed Pursuant to Rule 462(b) of the Securities Act of 1933

With respect to the subject registration statement, we acknowledge our awareness of the incorporation by reference therein of our report dated June 10, 1995 related to our review of interim financial information.

Pursuant to Rule 436(c) under the Securities Act of 1933 (the "Act"), such report is not considered a part of a registration statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of sections 7 and 11 of the Act.

Very truly yours,

/s/ KPMG PEAT MARWICK LLP

.....

Tampa, Florida  
July 28, 1995

CONSENT OF CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors:  
Eckerd Corporation and Subsidiaries:

We consent to the use of our audit report dated March 20, 1995 on the consolidated financial statements of Eckerd Corporation and Subsidiaries included in its Annual Report on Form 10-K 405 as of January 28, 1995 and January 29, 1994, and the fiscal years ended January 28, 1995, January 29, 1994 and January 30, 1993, incorporated by reference into the Prospectus (the "Prospectus"), which forms a part of the Registration Statement on Form S-3 of the Company filed on the date hereof pursuant to Rule 462(b) of the Securities Act of 1933, and to the reference to this firm under the heading "Experts" in the Prospectus.

Our report refers to a change in accounting policy related to the timing of the recognition of closed store obligations.

/s/ KPMG PEAT MARWICK LLP

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Tampa, Florida  
July 28, 1995