

WEIS MARKETS INC  
Form S-8 POS  
March 11, 2015

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As filed with the Securities and Exchange Commission on March 11, 2015

Registration No. 333-99535

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

**Post-Effective Amendment No. 1  
to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**WEIS MARKETS, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other jurisdiction of  
incorporation or organization)

**24-0755415**

(I.R.S. Employer  
Identification No.)

**1000 South Second Street  
Sunbury, Pennsylvania**

(Address of principal executive offices)

**17801**

(Zip Code)

**1985 STOCK OPTION PLAN  
1995 STOCK OPTION PLAN**

(Full title of the plan)

**Scott Frost**

**Weis Markets, Inc.**

**1000 South Second Street**

**Sunbury, Pennsylvania 17801**

(Name and address of agent for service)

**(570) 286-4571**

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

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*Copy to*  
**Pasquale D. Gentile, Jr.**  
**Reed Smith LLP**  
**225 Fifth Avenue**  
**Pittsburgh, Pennsylvania 15222**  
**412-288-4112**

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

Smaller reporting company

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**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the Registration Statement on Form S-8 (Registration No. 333-99535) (the "Registration Statement") of Weis Markets, Inc., a Pennsylvania corporation (the "Company"), pertaining to the registration of 304,100 shares of Common Stock pursuant to the Registration Statement filed with the Securities and Exchange Commission on September 13, 2002.

In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that have been registered for issuance that remain unsold at the termination of the offerings under the Company's 1985 Stock Option Plan and 1995 Stock Option Plan, the Company hereby terminates the effectiveness of the Registration Statement and, by means of this Post-Effective Amendment, removes from registration any and all shares of Common Stock that have been registered for issuance but that remain unsold under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Sunbury, Commonwealth of Pennsylvania, on March 11, 2015.

WEIS MARKETS, INC.

By: /s/ Jonathan H. Weis  
Jonathan H. Weis  
Vice Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 11, 2015.

<u>Signature</u>	<u>Title</u>
<u>/s/ Robert F. Weis</u> Robert F. Weis	Chairman of the Board of Directors
<u>/s/ Jonathan H. Weis</u> Jonathan H. Weis	Vice Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Scott F. Frost</u> Scott F. Frost	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
<u>s/ Harold G. Graber</u> Harold G. Graber	Senior Vice President of Real Estate and Development and Secretary, and Director
<u>s/ Edward J. Lauth III</u> Edward J. Lauth III	Director
<u>S/ Gerrald B. Silverman</u> Gerrald B. Silverman	Director
<u>s/ Glenn D. Steele Jr.</u> Glenn D. Steele, Jr.	Director
<u>s/ Jeanette R. Rogers</u>	Corporate Controller

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Jeanette R. Rogers

(Principal Accounting Officer)