

FRIENDLY ICE CREAM CORP
Form S-8 POS
August 30, 2007

As filed with the Securities and Exchange Commission on August 30, 2007

Registration No. 333-40199

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

FRIENDLY ICE CREAM CORPORATION

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

04-2053130
(I.R.S. Employer
Identification Number)

1855 Boston Road

Wilbraham, MA 01095

(Address of Principal Executive Offices) (Zip Code)

FRIENDLY ICE CREAM CORPORATION LIMITED STOCK COMPENSATION PROGRAM

(Full title of the plan)

Robert K. Sawyer, Jr.

Vice President and Secretary

Friendly Ice Cream Corporation

1855 Boston Road, Wilbraham, MA 01095

(413) 731-4000

(Name and address of agent for service)

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

REMOVAL OF SHARES FROM REGISTRATION

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed in order to deregister all securities remaining unsold under that certain Registration Statement on Form S-8 (Registration No. 333-40199) which was filed on November 14, 1997 to register 400,742 shares of the common stock of Friendly Ice Cream Corporation (the Company) issuable under the Friendly Ice Cream Corporation Limited Stock Compensation Program (the Plan).

On August 30, 2007, pursuant to an Agreement and Plan of Merger, dated as of June 17, 2007 (the Merger Agreement), by and among the Company, Freeze Operations, Inc. (Merger Sub) and Freeze Operations Holding Corp. (Freeze Operations), Merger Sub merged with and into the Company (the Merger), with the Company surviving the Merger and becoming a wholly owned subsidiary of Freeze Operations.

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-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilbraham, Massachusetts, on the 30th day of August, 2007.

FRIENDLY ICE CREAM CORPORATION

By: /s/ Paul V. Hoagland

Name: Paul V. Hoagland

Title: Chief Financial Officer and Executive
Vice President - Administration