

Edgar Filing: RSI HOLDINGS INC - Form 15-12G

RSI HOLDINGS INC  
Form 15-12G  
March 18, 2005

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934 OR  
SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND  
15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 01-18091

RSI HOLDINGS, INC.  
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(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

28 EAST COURT STREET  
POST OFFICE BOX 6847  
GREENVILLE, SC 29606  
(864) 271-7171  
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(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
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(TITLE OF EACH CLASS OF SECURITIES COVERED BY THIS FORM)

NONE  
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(TITLES OF ALL OTHER CLASSES OF SECURITIES FOR WHICH A DUTY TO FILE  
REPORTS UNDER SECTION 13(A) OR 15(D) REMAINS)

Please place an X in the box(es) to designate the appropriate rule  
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)  X	Rule 12h-3(b)(1)(i)  X
Rule 12g-4(a)(1)(ii)  _	Rule 12h-3(b)(1)(ii)  _
Rule 12g-4(a)(2)(i)  _	Rule 12h-3(b)(2)(i)  _
Rule 12g-4(a)(2)(ii)  _	Rule 12h-3(b)(2)(ii)  _
	Rule 15d-6  X

Approximate number of holders of record as of the certificate or notice  
date: None.

Effective March 17, 2005, RSI Holdings, Inc. ("RSI") was acquired by  
BCM Acquisition Corp. ("BCM") pursuant to a merger whereby RSI merged with and  
into BCM. The merger followed the completion of the tender offer by BCM for all  
the outstanding shares of common stock of RSI not held by BCM and its  
affiliates. Pursuant to the merger, RSI shareholders (other than BCM) who did  
not tender their shares in the tender offer, and who do not exercise their  
dissenters' rights under North Carolina law, had their shares of RSI common  
stock converted into the right to receive \$0.10 per share, the same per share  
purchase price provided in the tender offer. Accordingly, effective March 17,  
2005, and as of the date hereof, there are no holders of record of common stock  
of RSI. BCM has three shareholders of record.

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, BCM Acquisition Corp., the successor by merger to RSI Holdings, Inc., has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 18, 2005

By: /s/ Buck A. Mickel

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Buck A. Mickel  
President

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.