

TRAVELCENTERS OF AMERICA LLC  
Form S-1MEF  
December 09, 2014

As filed with the Securities and Exchange Commission on December 9, 2014.

Registration No. 333-

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-1

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### TravelCenters of America LLC

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5531**  
(Primary Standard Industrial  
Classification Code Number)

**20-5701514**  
(I.R.S. Employer  
Identification Number)

**24601 Center Ridge Road**

**Westlake, Ohio 44145-5639**

**(440) 808-9100**

(Address, Including Zip Code, and Telephone Number,

Including Area Code, of Registrant's Principal Executive Offices)

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**Andrew J. Rebholz**

**Chief Financial Officer**

**TravelCenters of America LLC**

**24601 Center Ridge Road**

**Westlake, Ohio 44145**

**(440) 808-9100**

(Name, Address, Including Zip Code, and Telephone Number,

Including Area Code, of Agent For Service)

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**Copies to:**

**Margaret R. Cohen**

Skadden, Arps, Slate, Meagher & Flom LLP

500 Boylston Street

Boston, Massachusetts 02116

(617) 573-4800

**Bartholomew A. Sheehan, III**

Sidley Austin LLP

787 Seventh Avenue

New York, New York 10019

(212) 839-5300

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.**

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, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **Registration No. 333-200462**

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

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

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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  (Do not check if a smaller reporting company) Smaller reporting company

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### CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities<br>to be Registered | Proposed Maximum<br>Aggregate Offering<br>Price(1) | Amount of<br>Registration<br>Fee(1) |
|---|--|-------------------------------------|
| 8.00% Senior Notes due 2029                           | \$23,000,000                                       | \$2,672.60                          |

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended. The Registrant previously registered 8.00% Senior Notes due 2029 for a proposed maximum offering price of \$115,000,000 on a Registration Statement on Form S-1 (File No. 333-200462), as amended, for which a filing fee of \$13,363 was paid. This Registration Statement covers the registration of an additional \$23,000,000 aggregate principal amount of the Registrant's 8.00% Senior Notes due 2029.

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**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**

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**Explanatory Note and Incorporation of Certain Information by Reference**

This Registration Statement is being filed pursuant to Rule 462(b) ( Rule 462(b) ) under the Securities Act of 1933, as amended, and General Instruction V of Form S-1, and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel and auditor consents. Pursuant to Rule 462(b), the contents of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-200462), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission on December 9, 2014 (the Initial Registration Statement ), are incorporated by reference into this Registration Statement. This Registration Statement covers the registration of an additional \$23,000,000 aggregate principal amount of our 8.00% Senior Notes due 2029 for sale in the offering related to the Initial Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Westlake, Ohio on December 9, 2014.

**TRAVELCENTERS OF AMERICA LLC**

By: */s/ Thomas M. O Brien*  
 Thomas M. O Brien  
*President*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                  | <b>Title</b>  | <b>Date</b>      |
|---|---|------------------|
| <i>/s/ Thomas M. O Brien</i><br>Thomas M. O Brien | President, Chief Executive Officer and Director (Principal Executive Officer)                 | December 9, 2014 |
| *<br>Andrew J. Rebholz                            | Chief Financial Officer, Treasurer and Executive Vice President (Principal Financial Officer) | December 9, 2014 |
| *<br>William E. Myers                             | Chief Accounting Officer and Senior Vice President (Principal Accounting Officer)             | December 9, 2014 |
| *<br>Barry M. Portnoy                             | Director  | December 9, 2014 |
| *<br>Barbara D. Gilmore                           | Director  | December 9, 2014 |
| *<br>Lisa Harris Jones                            | Director  | December 9, 2014 |
| *<br>Arthur G. Koumantzellis                      | Director  | December 9, 2014 |

\*By: */s/ Thomas M. O Brien*  
 Thomas M. O Brien  
 As Attorney-in-Fact for the persons indicated

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>  |
|---------------------------|---|
| 5.1                       | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP   |
| 23.1                      | Consent of Ernst & Young LLP  |
| 23.2                      | Consent of Ernst & Young LLP  |
| 23.3                      | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)   |
| 24.1                      | Power of Attorney (filed as Exhibit 24.1 to the Registration Statement on Form S-1 filed by the Registrant on December 4, 2014 (File No. 333-200462)) |

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