

Virginia Holdco, Inc.
Form POS EX
November 16, 2007

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As filed with the Securities and Exchange Commission on November 16, 2007

Registration No. 333-142060

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Post-Effective Amendment No. 2
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VIRGINIA HOLDCO, INC.

(Exact name of Registrant as specified in its charter)

New Jersey

(State or other jurisdiction of
incorporation or organization)

1400

(Primary Standard Industrial
Classification Code Number)

20-8579133

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

**c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000**

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

**William F. Denson, III, Esq.
Vice President and Secretary
Virginia Holdco, Inc.
c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000**

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

Copies to:

**John D. Milton, Jr., Esq.
Florida Rock Industries, Inc.
155 East 21st Street
Jacksonville, Florida 32206
904-355-1781**

**Thomas A. Roberts, Esq.
Raymond O. Gietz, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10154
212-310-8000**

**Daniel B. Nunn Jr., Esq.
McGuireWoods LLP
Bank of America Tower
50 North Laura Street, Suite 3300
Jacksonville, Florida 32202
904-360-6339**

**Edward D. Herlihy, Esq.
Igor Kirman, Esq.
Wachtell, Lipton, Rosen & Ka
51 West 52nd Street
New York, New York 10019
212-403-1000**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed mergers described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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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. o

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. o

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(3) |
|---|-----------------------------------|--|---|--------------------------------------|
| Common Stock, \$1 par value | 13,087,491 | Not Applicable | \$1,441,008,865 | \$45,000 |

(1) The number of shares of common stock, \$1 par value, of the registrant (Holdco Common Stock) being registered is based upon the product obtained by multiplying (i) 69,245,981 shares of common stock, par value \$0.10 per share, of Florida Rock Industries, Inc. (Florida Rock Common Stock) estimated to be outstanding immediately prior to the Florida Rock merger (including 3,296,644 shares of Florida Rock common stock subject to options exercisable prior to the expected closing of the Florida Rock merger), by (ii) 30% (being the maximum number of shares of Florida Rock Common Stock convertible into shares of Holdco Common Stock), by (iii) the exchange ratio of 0.63.

(2) Pursuant to Rules 457(f)(1) and 457(c) under the Securities Act of 1933, as amended (the Securities Act) and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is equal to (i) the product obtained by multiplying (a) \$67.71 (the average of the high and low prices of Florida Rock Common Stock on April 11, 2007), by (b) 69,245,981 shares of Florida Rock Common Stock (estimated number of shares of Florida Rock Common Stock to be cancelled in the Florida Rock merger), minus (ii) \$3,247,636,509 (the estimated amount of cash to be paid by the registrant to Florida Rock s shareholders in the Florida Rock merger).

(3) Previously paid.

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EXPLANATORY NOTE

This Post-effective Amendment No. 2 to Virginia Holdco, Inc.'s Registration Statement on Form S-4 (Registration No. 333-142060 originally filed with the Securities and Exchange Commission on April 12, 2007, as amended by Amendment No. 1, filed June 13, 2007, as amended by Amendment No. 2, filed July 6, 2007, as amended by Amendment No. 3, filed July 13, 2007, as amended by Post-Effective Amendment No. 1, filed October 15, 2007), is being filed solely to amend the exhibit index to include Exhibits No. 8.2 and 8.3 filed herewith.

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EXHIBIT INDEX

SIGNATURES

EX-8.2: Opinion of Wachtell, Lipton, Rosen & Katz

EX-8.3: Opinion of Weil, Gotshal & Manges LLP

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EXHIBIT INDEX

Exhibit

Number

Description

- 2.1* Agreement and Plan of Merger, dated as of February 19, 2007, as amended on April 9, 2007, by and among Vulcan Materials Company, Florida Rock Industries, Inc., Virginia Holdco, Inc., Virginia Merger Sub, Inc. and Fresno Merger Sub, Inc. (included as Annex A to the Proxy Statement/Prospectus contained in this Registration Statement).
- 2.2* Support Agreement, dated as of February 19, 2007, by and among Vulcan Materials Company, Baker Holdings, L.P., Edward L. Baker Living Trust, Edward L. Baker, John D. Baker II Living Trust and Anne D. Baker Living Trust (included as Annex B to the Proxy Statement/Prospectus contained in this Registration Statement).
- 5* Opinion of William F. Denson III, Esq. regarding the validity of the securities being registered.
- 8.1* Opinion of Weil, Gotshal & Manges LLP regarding certain federal income tax consequences discussed in this Registration Statement.
- 8.2 Opinion of Wachtell, Lipton, Rosen & Katz regarding certain federal income tax consequences relating to the transaction.
- 8.3 Opinion of Weil, Gotshal & Manges LLP regarding certain federal income tax consequences relating to the transaction.
- 10.1* Shareholders Agreement, dated as of February 19, 2007, by and among Vulcan Materials Company, Baker Holdings, L.P., Edward L. Baker Living Trust, Edward L. Baker, John D. Baker II Living Trust and Anne D. Baker Living Trust (included as Annex C to the Proxy Statement/Prospectus contained in this Registration Statement).
- 23.1* Consent of Deloitte & Touche LLP.
- 23.2* Consent of Deloitte & Touche LLP.
- 23.3* Consent of KPMG LLP.
- 23.4* Consent of William F. Denson III, Esq. (included in the opinion filed as 5 to this Registration Statement).
- 23.5* Consent of Weil, Gotshal & Manges LLP (included in the opinion filed as Exhibit 8.1 to this Registration Statement).
- 23.6 Consent of Wachtell, Lipton, Rosen & Katz (included in the opinion filed as Exhibit 8.2 to this Registration Statement).
- 23.7 Consent of Weil, Gotshal & Manges LLP (included in the opinion filed as Exhibit 8.3 to this Registration Statement).

- 23.8* Consent of John D. Baker II.
- 23.9* Consent of Philip J. Carroll, Jr.
- 23.10* Consent of Phillip W. Farmer.
- 23.11* Consent of H. Allen Franklin.
- 23.12* Consent of Donald M. James.
- 23.13* Consent of Douglas J. McGregor.
- 23.14* Consent of James V. Napier .
- 23.15* Consent of Donald B. Rice.
- 23.16* Consent of Orin R. Smith.
- 23.17* Consent of Vincent J. Trosino.
- 99.1* Form of Florida Rock Proxy Card.
- 99.2* Form of Election Form.
- 99.3* Consent of Lazard Frères & Co. LLC.
- 99.4* Form of Election Form for Plan Participants.

* Previously filed

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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 the City of Birmingham, State of Alabama, on the 16th day of November, 2007.

VIRGINIA HOLDCO, INC.

By: /s/ William F. Denson, III
William F. Denson, III
Vice President and Secretary

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 dates indicated.

| Signature | Title | Date |
|----------------------------|--|-------------------|
| /s/ Ejaz A. Khan | Director and Chairman | November 16, 2007 |
| Ejaz A. Khan | (Principal Executive Officer) | |
| /s/ Daniel F. Sansone | Director, President and Treasurer | November 16, 2007 |
| Daniel F. Sansone | (Principal Financial and Accounting Officer) | |
| /s/ William F. Denson, III | Director, Vice President and Secretary | November 16, 2007 |
| William F. Denson, III | | |