

TASTY BAKING CO
Form S-8 POS
May 26, 2011

As filed with the Securities and Exchange Commission on May 26, 2011

Registration No. 333-123647

**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**

TASTY BAKING COMPANY

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of
incorporation or organization)

23-1145880

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

1919 Flowers Circle
Thomasville, Georgia 31757
(Address of Principal Executive Offices) (Zip Code)

Tasty Baking Company 401(k) and Company Funded Retirement Plan
(Full title of the plan)

A. Ryals McMullian, Jr.
Assistant Secretary
1919 Flowers Circle
Thomasville, Georgia 31757
(Name and address of agent for service)
(229) 225-5426
(Telephone number, including area code, of agent for service)

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

WITH A COPY TO:

Sterling A. Spainhour, Jr.
Jones Day
1420 Peachtree Street, N.E.
Atlanta, Georgia 30309
(404) 581-8330

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. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if smaller reporting company)

EXPLANATORY NOTE

Tasty Baking Company (the Company) filed a Registration Statement on Form S-8 (No. 333-123647) (the Registration Statement) with the Securities and Exchange Commission on March 29, 2005. On May 24, 2011, pursuant to that certain Agreement and Plan of Merger, dated as of April 10, 2011, by and among the Company, Flowers Bakeries, LLC, a Georgia limited liability company, and Flowers Foods, Inc., a Georgia Corporation (Flowers), the Company will become a direct wholly-owned subsidiary of Flowers. As a result of the transactions contemplated thereby, the Company has terminated all offerings of the Company's securities pursuant to the Registration Statement.

This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the effectiveness of this post-effective amendment, all unsold shares of common stock, par value \$.50 per share, the sale of which was registered under the Registration Statement.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on May 26, 2011.

TASTY BAKING COMPANY

By: /s/ A. Ryals McMullian, Jr.
Name: A. Ryals McMullian, Jr.
Title: Assistant Secretary