

AMERICAN GREETINGS CORP  
Form POS AM  
April 06, 2006

As filed with the Securities and Exchange Commission on April 6, 2006

Registration No. 333-53197

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**AMERICAN GREETINGS CORPORATION**

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of incorporation or organization)

34-0065325

(I.R.S. Employer Identification Number)

One American Road

Cleveland, Ohio 44144-2398

(216) 252-7300

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

Catherine M. Kilbane

Senior Vice President, General Counsel and Secretary

One American Road

Cleveland, Ohio 44144-2398

(216) 252-7300

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

**Approximate date of commencement of proposed sale to the public:** Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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**DEREGISTRATION OF SECURITIES**

On May 20, 1998, American Greetings Corporation, an Ohio corporation ( American Greetings ), filed with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333-53197) (the Registration Statement ) registering the offering from time to time by the Company of \$600,000,000 of debt securities consisting of debentures, notes and/or other unsecured evidences of indebtedness (the Debt Securities ).

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, American Greetings is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration all \$300,000,000 of Debt Securities remaining unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, American Greetings Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 Cleveland, State of Ohio, on April 6, 2006.

AMERICAN GREETINGS CORPORATION

By: /s/ Catherine M. Kilbane  
Name: Catherine M. Kilbane  
Title: Senior Vice President,

General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons as of April 6, 2006 in the capacities indicated.

/s/ Morry Weiss

Chairman of the Board; Director

Morry Weiss

/s/ Zev Weiss

Chief Executive Officer (principal executive officer);  
Director

Zev Weiss

/s/ Jeffrey M. Weiss

President and Chief Operating Officer; Director

Jeffrey M. Weiss

Director

Scott S. Cowen

/s/ Joseph S. Hardin, Jr.

Director

Joseph S. Hardin, Jr.

/s/ Stephen R. Hardis

Director

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Stephen R. Hardis

/s/ Harriet Mouchly-Weiss

Director

Harriet Mouchly-Weiss

/s/ Charles A. Ratner

Director

Charles A. Ratner

/s/ Jerry Sue Thornton

Director

Jerry Sue Thornton

/s/ Michael J. Merriman, Jr.

Senior Vice President, Chief Financial Officer  
(principal financial officer)

Michael J. Merriman, Jr.

/s/ Joseph Cipollone

Vice President and Corporate Controller; Chief  
Accounting Officer (principal accounting officer)

Joseph Cipollone