

ALBERTO CULVER CO
Form S-8 POS
November 17, 2006

As filed with the Securities and Exchange Commission on November 17, 2006

Registration No. 333-101573

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

NEW ALBERTO-CULVER LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of

Incorporation or Organization)

2525 Armitage Avenue

Melrose Park, Illinois
(Address of Principal Executive Offices)

20-5748577
(I.R.S. Employer
Identification No.)

60160
(Zip Code)

Management Incentive Plan

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(Full Title of the Plans)

Gary P. Schmidt

Senior Vice President, General Counsel and Secretary

NEW ALBERTO-CULVER LLC

2525 Armitage Avenue

Melrose Park, Illinois 60160

(708) 450-3000

(Name, Address, and Telephone Number, Including Area Code, of Agent For Service)

This post-effective amendment (this Amendment), filed by New Alberto-Culver LLC, the company formerly known as Alberto-Culver Company (the Company), deregisters 216,162 shares of the Company's Common Stock, \$.22 par value per share (Common Stock), that had been registered for issuance under the Management Incentive Plan on the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on November 29, 2002 (File No. 333-101573) (the Registration Statement) and remaining unsold upon the termination of the sales of shares covered by the Registration Statement.

Pursuant to an Investment Agreement, dated as of June 19, 2006, as amended, among the Company, New Aristotle Company (Merger Sub), Sally Holdings, Inc., New Sally Holdings, Inc. (New Sally) and CDRS Acquisition LLC (the Investment Agreement), Merger Sub, a wholly-owned subsidiary of New Sally, merged with and into the Company with the Company surviving the merger as a wholly-owned subsidiary of New Sally (the Company Merger). On November 16, 2006, in connection with the Company Merger, each share of the outstanding Common Stock of the Company was converted into one share of New Sally common stock pursuant to the Investment Agreement. The Company was then contributed to New Aristotle Holdings, Inc. (which subsequently changed its name to Alberto-Culver Company) (New Alberto-Culver), and New Sally distributed all of the issued and outstanding shares of New Alberto-Culver's common stock to stockholders of New Sally. As a result, the Company has terminated all offerings of its Common Stock pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in its Registration Statement to remove from registration, by means of a post-effective amendment, any shares of the Company's Common Stock which remain unsold at the termination of the offering, the Company hereby removes from registration all shares of its Common Stock under the Registration Statement which remained unsold as of the effective time of the Company Merger.

Signatures

Pursuant to the requirements of the Securities Act, 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 Melrose Park, State of Illinois on November 17, 2006.

NEW ALBERTO-CULVER LLC

By: /s/ Gary P. Schmidt

Name: Gary P. Schmidt

Title: Senior Vice President, General Counsel
and Secretary