

AVON PRODUCTS INC
Form POS AM
July 11, 2003

As filed with the Securities and Exchange Commission on July 11, 2003

Registration No. 333-45808

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AVON PRODUCTS, INC.

(Exact Name of Registrant as Specified in Its Charter)

New York
(State or Other Jurisdiction of
Incorporation or Organization)

2844
(Primary Standard Industrial
Classification Number)

13-0544597
(I.R.S. Employer
Identification Number)

**1345 Avenue of the Americas
New York, New York 10105-0196
(212) 282-5000**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Gilbert L. Klemann, II
Senior Vice President, General
Counsel and Secretary
1345 Avenue of the Americas
New York, New York 10105-0196
(212) 282-5000**

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copy to:
Sarah Beshar, Esq.

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Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: From time to time after the Registration Statement becomes effective.

If any of the 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 being 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

On September 14, 2000, Avon Products, Inc. (the Company) filed its Registration Statement on Form S-3 (File No. 333-45808) (the Registration Statement) for purposes of registering resales of \$840,938,000 aggregate principal amount of the Company's Zero Coupon Convertible Senior Notes due 2020 (the Notes) and 6,956,491 shares of the Company's common stock, par value \$0.25 per share, into which the Notes are convertible (the Conversion Shares).

On November 30, 2000, the Company filed Amendment No. 1 to the Registration Statement and on December 5, 2000, the Commission declared the Registration Statement effective. Since that time and from time to time, the Company has filed prospectus supplements under the Registration Statement for the benefit of holders of the Notes and the Conversion Shares not previously included as Selling Securityholders under the Registration Statement. As of July 10, 2003, the Company had filed prospectus supplements on behalf of selling noteholders for all of the aggregate principal amount of the Notes registered for resale under the Registration Statement. In addition, as of July 10, 2003, the Company had not filed any prospectus supplement on behalf of selling shareholders for any of the Conversion Shares registered for resale under the Registration Statement.

Pursuant to the terms of the Registration Rights Agreement that required the Company to file the Registration Statement, the Company is no longer required to keep the Registration Statement effective. Accordingly, this Post-Effective Amendment No. 2 to the Registration Statement is being filed to withdraw from registration under the Securities Act of 1933, as amended, the 6,956,491 Conversion Shares for which Avon has not filed any prospectus supplement, and thus were not resold, under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 2 to the registration statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 11th day of July, 2003.

AVON PRODUCTS, INC.

By: /s/ Gilbert L. Klemann, II

 Name: Gilbert L. Klemann, II
 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 in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ /s/ Andrea Jung*	Chairman of the Board and Chief Executive Officer and Director Principal Executive Officer	July 11, 2003
Andrea Jung		
_____ /s/ Susan J. Kropf*	President and Chief Operating Officer and Director	July 11, 2003
Susan J. Kropf		
_____ /s/ Robert J. Corti*	Executive Vice President and Chief Financial Officer Principal Financial Officer	July 11, 2003
Robert J. Corti		
_____ /s/ Janice Marolda*	Vice President and Controller Principal Accounting Officer	July 11, 2003
Janice Marolda		
_____ /s/ Brenda C. Barnes*	Director	July 11, 2003
Brenda C. Barnes		
_____ /s/ W. Don Cornwell*	Director	July 11, 2003
W. Don Cornwell		
_____ /s/ Edward T. Fogarty*	Director	July 11, 2003
Edward T. Fogarty		
_____ /s/ Stanley C. Gault*	Director	July 11, 2003
Stanley C. Gault		
_____ /s/ Fred Hassan*	Director	July 11, 2003

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Fred Hassan

/s/ Maria Elena Lagomasino*

Director

July 11, 2003

Maria Elena Lagomasino

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Signature

Title

Date

/s/ Ann S. Moore*

Director

July 11, 2003

Ann S. Moore

/s/ Paula Stern*

Director

July 11, 2003

Paula Stern

/s/ Lawrence A. Weinbach*

Director

July 11, 2003

Lawrence A. Weinbach

* Gilbert L. Klemann, II, pursuant to Powers of Attorney executed by each of the individuals whose name is followed by an (*), by signing his name hereto does hereby sign and execute this Post-Effective Amendment No. 2 to the registration statement of Avon Products, Inc. on behalf of such individual in the capacities in which the names of each appear above.

/s/ Gilbert L. Klemann, II

Gilbert L. Klemann, II

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