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WILD OATS MARKETS INC  
Form POS AM  
May 29, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 28, 2002.

REGISTRATION NO. 333-85908

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

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WILD OATS MARKETS, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

84-1100630  
(I.R.S. Employer  
Identification No.)

3375 MITCHELL LANE  
BOULDER, CO 80301  
(303) 440-5220  
(Address, including zip code, and telephone number, including  
area code of registrant's principal executive offices)

-----  
EDWARD F. DUNLAP  
CHIEF FINANCIAL OFFICER  
WILD OATS MARKETS, INC.  
3375 MITCHELL LANE  
BOULDER, CO 80301  
(303) 440-5220  
(Name, address, including zip code, and telephone number, including  
area code, of agent for service)

COPY TO:

FRANCIS R. WHEELER, ESQ.  
COOLEY GODWARD LLP  
380 INTERLOCKEN CRESCENT, SUITE 900  
BOULDER, CO 80021  
(720) 566-4000

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EXPLANATORY NOTE

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Wild Oats Markets, Inc. (the "Registrant") filed with the Securities and Exchange Commission a Registration Statement on Form S-3 (Reg. No. 333-85908) (the "Registration Statement"), which originally registered 123,153 shares of Common Stock, par value \$0.001 per share of the Registrant for resale by the selling stockholders named therein. The offering contemplated by the Registration Statement has terminated. Pursuant to the undertaking contained in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to deregister 11,884 shares originally registered by the Registration Statement that remain unsold as of the termination of the offering.

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-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 Boulder, State of Colorado, on May 28, 2002.

Wild Oats Markets, Inc.

Date: May 28, 2002

By: /s/ Edward F. Dunlap

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 Edward F. Dunlap  
 Executive Officer and Chief Financial Officer  
 (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
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By:                   * ----- Perry D. Odak	Chief Executive Officer, President and Director	May 28, 2002
By: /s/ Edward F. Dunlap ----- Edward F. Dunlap	Chief Financial Officer	May 28, 2002
By:                   * ----- John A. Shields	Chairman	May 28, 2002
By:                   * ----- David M. Chamberlain	Vice Chairman	May 28, 2002
By:                   * -----		

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----- Director May 28, 2002  
Brian K. Devine

By: \*  
----- Director May 28, 2002  
David L. Ferguson

By: \*  
----- Director May 28, 2002  
James B. McElwee

By: \*  
----- Director May 28, 2002  
Mo J. Siegel

\*By: /s/ Freya R. Brier  
----- Attorney in Fact May 28, 2002  
Freya R. Brier,  
as Attorney in Fact