

AMERISTAR CASINOS INC
Form SC 13G
February 14, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

(Rule 13d-102)

**Under the Securities Exchange Act of 1934
(Amendment No.) (1)**

Ameristar Casinos, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03070Q101

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons
Sirios Capital Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x
(b) o

3. SEC Use Only

4. Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power - 0 -
	6.	Shared Voting Power 126,973
	7.	Sole Dispositive Power - 0 -
	8.	Shared Dispositive Power 126,973

9. Aggregate Amount Beneficially Owned by Each Reporting Person
126,973

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
Not Applicable

11. Percent of Class Represented by Amount in Row (9)
0.39%

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons
Sirios Capital Partners II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x
(b) o

3. SEC Use Only

4. Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power - 0 -
	6.	Shared Voting Power 482,488
	7.	Sole Dispositive Power - 0 -
	8.	Shared Dispositive Power 482,488

9. Aggregate Amount Beneficially Owned by Each Reporting Person
482,488 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
Not applicable

11. Percent of Class Represented by Amount in Row (9)
1.48%

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons
Sirios Overseas Fund, Ltd.

 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

 3. SEC Use Only

 4. Citizenship or Place of Organization:
Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power - 0 -
	6.	Shared Voting Power 810,162
	7.	Sole Dispositive Power - 0 -
	8.	Shared Dispositive Power 810,162

 9. Aggregate Amount Beneficially Owned by Each Reporting Person
810,162 shares

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

Not applicable

 11. Percent of Class Represented by Amount in Row (9)
2.48%

 12. Type of Reporting Person (See Instructions)
OO
-

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1. Names of Reporting Persons
Sirios Focus Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x
(b) o

3. SEC Use Only

4. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
- 0 -

6. Shared Voting Power
140,838

7. Sole Dispositive Power
- 0 -

8. Shared Dispositive Power
140,838

9. Aggregate Amount Beneficially Owned by Each Reporting Person
140,838 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

Not applicable

11. Percent of Class Represented by Amount in Row (9)
0.43%

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons
Sirios Capital Management, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Citizenship or Place of Organization:
Delaware
5. Sole Voting Power
- 0 -
6. Shared Voting Power
1,560,461
7. Sole Dispositive Power
- 0 -
8. Shared Dispositive Power
1,560,461
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,560,461 shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
Not applicable
11. Percent of Class Represented by Amount in Row (9)
4.78%
12. Type of Reporting Person (See Instructions)
IA, PN

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1. Names of Reporting Persons
Sirios Associates, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use Only

4. Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power - 0 -
	6.	Shared Voting Power 1,560,461
	7.	Sole Dispositive Power - 0 -
	8.	Shared Dispositive Power 1,560,461

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,560,461 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
Not applicable

11. Percent of Class Represented by Amount in Row (9)
4.78%

12. Type of Reporting Person (See Instructions)
OO

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1. Names of Reporting Persons
John F. Brennan, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use Only

4. Citizenship or Place of Organization:
U.S.A.

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power - 0 -
	6.	Shared Voting Power 1,560,461
	7.	Sole Dispositive Power - 0 -
	8.	Shared Dispositive Power 1,560,461

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,560,461 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
Not applicable

11. Percent of Class Represented by Amount in Row (9)
4.78%

12. Type of Reporting Person (See Instructions)
IN

Item 1.

- (a) Name of Issuer:
The name of the issuer is Ameristar Casinos, Inc. (the Company).
- (b) Address of Issuer's Principal Executive Offices:
The Company's principal executive offices are located at 3773 Howard Hughes Parkway, Suite 490 South, Las Vegas, Nevada 89169.

Item 2.

- (a) Name of Person(s) Filing:
This statement is filed by:
- (i) Sirius Capital Partners, L.P., a Delaware limited partnership (SCP I), with respect to the shares of Common Stock directly owned by it;
- (ii) Sirius Capital Partners II, L.P., a Delaware limited partnership (SCP II), with respect to the shares of Common Stock directly owned by it;
- (iii) Sirius Overseas Fund, Ltd., a Cayman Islands company (SOF), with respect to the shares of Common Stock directly owned by it;
- (iv) Sirius Focus Partners, L.P., a Cayman Islands exempted limited partnership (SFP), with respect to the shares of Common Stock directly owned by it;
- (v) Sirius Capital Management, L.P., a Delaware limited partnership (SCM), which serves as investment manager to SCP I, SCP II, SOF, and SFP, with respect to the shares of Common Stock directly owned by SCP I, SCP II, SOF, and SFP;
- (vi) Sirius Associates, L.L.C., a Delaware limited liability company (SA), which is the general partner of SCM, with respect to the shares of Common Stock directly owned by SCP I, SCP II, SOF, and SFP; and
- (vii) John F. Brennan, Jr., the sole managing member of SA, with respect to the shares of Common Stock directly owned by SCP I, SCP II, SOF, and SFP.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the

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- appropriate party.
- (b) Address of Principal Business Office or, if none, Residence:
The address of the business office of SCP I, SCP II, SCM, SA, and Mr. Brennan is One International Place, Boston, Massachusetts 02110-2649. The address of the registered office of SOF and SFP is c/o Goldman Sachs Administration Services, Gardenia Court, Suite 3307, 45 Market Street, Camana Bay, PO Box 896, KY1-1103, Cayman Islands.
- (c) Citizenship:
SCP I, SCP II, and SCM are limited partnerships organized under the laws of the State of Delaware. SFP is an exempted limited partnerships organized under the laws of the Cayman Islands. SOF is a company organized under the laws of the Cayman Islands. SA is a limited liability company organized under the laws of the State of Delaware. Mr. Brennan is a United States citizen.

- | | |
|-----|---|
| (d) | Title of Class of Securities:
Common Stock, par value \$0.01 per share |
| (e) | CUSIP Number:
03070Q101 |

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

<p>TD WIDTH="1%" VALIGN="top" ALIGN="left"></p>	<p>consisting of easements or other restrictions, defects in title or encumbrances on our real property.</p>
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We may also avoid securing the debt securities equally with the indebtedness being secured if the amount of the indebtedness being secured plus the value of any sale and lease back transactions, as described below, is 15% or less than the amount of our consolidated total assets minus our consolidated non-interest bearing current liabilities, as reflected on our consolidated balance sheet.

If a merger or other transaction would create any liens that are not permitted as described above, we must grant an equivalent lien to the direct holders of the debt securities.

Limitation on Sale and Leaseback Transactions. In the indenture, we also promise that we and our United States and Canadian operating subsidiaries will not enter into any sale and leaseback transactions on any of our flourmills, manufacturing or packaging plants or research laboratories located in the United States or Canada owned by us or one of our current or future United States or Canadian operating subsidiaries (referred to in the indenture as principal properties) unless we satisfy some restrictions. A sale and leaseback transaction involves our sale to a lender or other investor of a property of ours and our leasing back that property from that party for more than three years, or a sale of a property to, and its lease back for three or more years from, another person who borrows the necessary funds from a lender or other investor on the security of the property.

We may enter into a sale and leaseback transaction covering any of our principal properties only if:

it falls into the exceptions for liens described above under Limitation on Liens on Major Property and United States and Canadian Operating Subsidiaries ; or

within 180 days after the property sale, we set aside for the retirement of funded debt, meaning notes or bonds that mature at or may be extended to a date more than 12 months after issuance, an amount equal to the greater of:

the net proceeds of the sale of the principal property, or

the fair market value of the principal property sold, and in either case, minus

the principal amount of any debt securities delivered to the trustee for retirement within 120 days after the property sale, and

the principal amount of any funded debt, other than debt securities, voluntarily retired by us within 120 days after the property sale; or

the attributable value, as described below, of all sale and leaseback transactions plus any indebtedness that we incur that, but for the exception in the second to last paragraph of Limitation on Liens on Major Property and United States and Canadian Operating Subsidiaries above, would have required us to secure the debt securities equally with it, is 15% or less than the amount of our consolidated total assets minus our consolidated non-interest bearing current liabilities, as reflected on our consolidated balance sheet.

We determine the attributable value of a sale and leaseback transaction by choosing the lesser of (1) or (2) below:

1. sale price of the leased property \times remaining portion of the base term of the lease
the base term of the lease

2. the total obligation of the lessee for rental payments during the remaining portion of the base term of the lease, discounted to present value at the highest interest rate on any outstanding series of debt securities. The rental payments in this calculation do not include amounts for property taxes, maintenance, repairs, insurance, water rates and other items that are not payments for the property itself.

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PLAN OF DISTRIBUTION

We may sell the debt securities through underwriters or dealers, directly to one or more purchasers, or through agents. The prospectus supplement will include the names of underwriters, dealers or agents retained. The prospectus supplement also will include the purchase price of the debt securities, our proceeds from the sale, any underwriting discounts or commissions and other items constituting underwriters' compensation, and any securities exchanges on which the debt securities may be listed.

We may offer the debt securities to the public through underwriting syndicates managed by managing underwriters or through underwriters without a syndicate. If underwriters are used, the underwriters will acquire the debt securities for their own account. They may resell the debt securities in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. Unless otherwise indicated in the related prospectus supplement, the obligations of the underwriters to purchase the debt securities will be subject to customary conditions precedent and the underwriters will be obligated to purchase all the debt securities offered if any of the debt securities are purchased. Any initial public offering price and any discounts or concessions allowed or re-allowed or paid to dealers may be changed from time to time.

Unless the prospectus supplement states otherwise, all debt securities will be new issues of debt securities with no established trading market. Any underwriters who purchase debt securities from us for public offering and sale may make a market in the debt securities, but the underwriters will not be obligated to do so and may discontinue any market making at any time without notice. We cannot give any assurance concerning the liquidity of the trading market for any debt securities.

In order to facilitate the offering of the debt securities, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the debt securities or any other securities, the prices of which may be used to determine payments on the debt securities. Specifically, the underwriters may over-allot in connection with any such offering, creating a short position in the debt securities for their own accounts. In addition, to cover over-allotments or to stabilize the price of the debt securities or of any other securities, the underwriters may bid for, and purchase, the debt securities or any other securities in the open market. Finally, in any offering of the debt securities through a syndicate of underwriters, the underwriting syndicate may reclaim selling concessions allowed to an underwriter or a dealer for distributing the debt securities in the offering if the syndicate repurchases previously distributed debt securities in transactions to cover syndicate short positions, in stabilization transactions or otherwise. Any of these activities may stabilize or maintain the market price of the debt securities above independent market levels. The underwriters are not required to engage in these activities, and may end any of these activities at any time.

Underwriters, dealers and agents that participate in the distribution of the debt securities may be underwriters as defined in the Securities Act and any discounts or commissions received by them from us and any profit on the resale of the debt securities by them may be treated as underwriting discounts and commissions under the Securities Act.

We may have agreements with the underwriters, dealers and agents to indemnify them against certain civil liabilities, including liabilities under the Securities Act, or to contribute with respect to payments which the underwriters, dealers or agents may be required to make.

Underwriters, dealers and agents may engage in transactions with, or perform services for, us in the ordinary course of their businesses.

One or more firms, referred to as remarketing firms, may also offer or sell the debt securities, if the prospectus supplement so indicates, in connection with a remarketing arrangement upon their purchase. Remarketing firms will

act as principals for their own accounts or as agents for us. These remarketing firms will offer or sell the debt securities in accordance with a redemption or repayment pursuant to the terms of the debt securities. The prospectus supplement will identify any remarketing firm and the terms of its agreement, if any, with us and will describe the remarketing firm's compensation. Remarketing firms may be deemed to be underwriters in connection with the debt securities they remarket. Remarketing firms may be entitled under agreements that may be entered into with us to indemnification by us against certain civil liabilities, including liabilities under the Securities Act, and may be customers of, engage in transactions with or perform services for us in the ordinary course of business.

We may authorize underwriters, dealers and agents to solicit offers by certain specified institutions to purchase debt securities from us at the public offering price set forth in a prospectus supplement pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. The contracts will be subject only to those conditions included in the prospectus supplement, and the prospectus supplement will set forth the commission payable for solicitation of the contracts.

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Unless indicated in the applicable prospectus supplement, we do not expect to list the debt securities on a securities exchange.

VALIDITY OF DEBT SECURITIES

Unless otherwise indicated in the applicable prospectus supplement, the validity of the debt securities will be passed upon for us by Dorsey & Whitney LLP.

EXPERTS

The consolidated financial statements and related financial statement schedule of General Mills, Inc. and subsidiaries as of May 25, 2014 and May 26, 2013, and for each of the fiscal years in the three-year period ended May 25, 2014, and management's assessment of the effectiveness of internal control over financial reporting as of May 25, 2014 have been incorporated by reference in this prospectus in reliance upon the report of KPMG LLP, independent registered public accounting firm, incorporated by reference in this prospectus, and upon the authority of said firm as experts in accounting and auditing.

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution.**

The following table sets forth the various expenses expected to be incurred by the Company in connection with the offering described in this registration statement.

SEC registration fee	\$	(a)
Accountants' fees and expenses		(b)
Legal fees and expenses		(b)
Trustees' and depositary's fees and expenses		(b)
Printing expenses		(b)
Rating agencies' fees		(b)
Miscellaneous expenses		(b)
Total	\$	(b)

- (a) Because this registration statement covers an indeterminate amount of debt securities, the SEC registration fee is not currently determinable. Such fee is deferred in accordance with Rules 456(b) and 457(r) under the Securities Act.
- (b) An estimate of the aggregate amount of these expenses will be reflected in the applicable prospectus supplement.

Item 15. Indemnification of Directors and Officers.

Under provisions of the Company's By-laws, each person who is or was a director or officer of the Company shall be indemnified by the Company to the fullest extent permitted by Delaware law.

Under Section 145 of the Delaware General Corporation Law, the directors and officers of the Company are entitled, under certain circumstances, to be indemnified by it against all expenses and liabilities incurred by or imposed upon them as a result of suits or actions brought against them as such directors and officers, if they act in good faith and in a manner they reasonably believe to be in or not opposed to the best interests of the Company, and, with respect to any criminal action, have no reasonable cause to believe their conduct was unlawful; except that no indemnification shall be made against expenses in respect of any claim, issue or matter as to which they shall have been adjudged to be liable to the Company, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

The Company maintains directors' and officers' liability insurance that reimburses the Company for certain indemnification liabilities and expenses, and covers directors and officers in certain situations where indemnification is not available from the Company.

Item 16. Exhibits.

Exhibit Number	Description of Exhibit
1.1*	Form of underwriting agreement.
4.1	Indenture, dated as of February 1, 1996, between the Registrant and U.S. Bank National Association (f/k/a First Trust of Illinois, National Association) (incorporated herein by reference to Exhibit 4.1 to Registrant's Registration Statement on Form S-3 filed on February 6, 1996 (File no. 333-00745)).
4.2	First Supplemental Indenture, dated as of May 18, 2009, between the Registrant and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended May 31, 2009).
5.1	Opinion of Dorsey & Whitney LLP.
12.1	Computation of Ratio of Earnings to Fixed Charges (incorporated herein by reference to Exhibit 12.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended November 23, 2014).

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- 23.1 Consent of Dorsey & Whitney LLP (included in Exhibit 5.1).
- 23.2 Consent of KPMG LLP.
- 24.1 Power of Attorney.
- 25.1 Form T-1 Statement of Eligibility of U.S. Bank National Association to act as Trustee under the Indenture.

* To be filed by amendment or pursuant to a report to be filed pursuant to Section 13 or 15(d) of the Exchange Act.

Item 17. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

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(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant the foregoing provisions described above under Item 15, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Golden Valley, State of Minnesota, on February 20, 2015.

GENERAL MILLS, INC.

By: /s/ Richard C. Allendorf
 Name: Richard C. Allendorf
 Title: Senior Vice President and General
 Counsel

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.

Signature	Title	
Bradbury H. Anderson	Director)
R. Kerry Clark	Director)
David M. Cordani	Director)
Paul Danos	Director)
Henrietta H. Fore	Director)
Raymond V. Gilmartin	Director)
Judith Richards Hope	Director)
Heidi G. Miller	Director)
Hilda Ochoa-Brillembourg	Director) By: /s/ Donal L. Mulligan
Steve Odland	Director) Donal L. Mulligan
Kendall J. Powell	Chairman and Chief Executive Officer) Attorney-in-Fact
	(Principal Executive Officer)) February 20, 2015
Michael D. Rose	Director)
Robert L. Ryan	Director)
Dorothy A. Terrell	Director)
By: /s/ Donal L. Mulligan Donal L. Mulligan	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 20, 2015
By: /s/ Jerald A. Young Jerald A. Young	Vice President, Controller (Principal Accounting Officer)	February 16, 2015

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EXHIBIT INDEX

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4.2	First Supplemental Indenture, dated as of May 18, 2009, between the Registrant and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended May 31, 2009).
5.1	Opinion of Dorsey & Whitney LLP.
12.1	Computation of Ratio of Earnings to Fixed Charges (incorporated herein by reference to Exhibit 12.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended November 23, 2014).
23.1	Consent of Dorsey & Whitney LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Power of Attorney.
25.1	Form T-1 Statement of Eligibility of U.S. Bank National Association to act as Trustee under the Indenture.

* To be filed by amendment or pursuant to a report to be filed pursuant to Section 13 or 15(d) of the Exchange Act.