

DIMON INC
Form S-4/A
March 03, 2005
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As filed with the Securities and Exchange Commission on March 3, 2005

Registration No. 333-122166

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3

to

Form S-4

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

DIMON Incorporated

(Exact name of registrant as specified in its charter)

Virginia
(State of Incorporation)

5159
(Primary Standard Industrial Classification
Number)
512 Bridge Street

54-1746567
(I.R.S. Employer Identification No.)

Danville, Virginia 24541

(434) 792-7511

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

BRIAN J. HARKER

Chairman and Chief Executive Officer

DIMON Incorporated

512 Bridge Street

Danville, Virginia 24541

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(434) 792-7511

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

With copies to:

THURSTON R. MOORE, ESQ.

DONALD R. REYNOLDS, ESQ.

RANDALL S. PARKS, ESQ.

ALEXANDER M. DONALDSON, ESQ.

Hunton & Williams LLP

Wyrick Robbins Yates & Ponton LLP

951 East Byrd Street

4101 Lake Boone Trail, Suite 300

Richmond, Virginia 23219

Raleigh, North Carolina 27607

(804) 788-8200

(919) 781-4000

(804) 788-8218 (Fax)

(919) 781-4865 (Fax)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed exchange offer described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(d) 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. "

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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A MERGER PROPOSAL YOUR VOTE IS IMPORTANT

TO THE SHAREHOLDERS OF DIMON INCORPORATED AND STANDARD COMMERCIAL CORPORATION:

The boards of directors of DIMON Incorporated and Standard Commercial Corporation have each unanimously approved a merger of the two companies, with DIMON continuing as the surviving entity, to be called Alliance One International, Inc. We believe this merger will combine our two companies' proven abilities in customer service, global agronomic programs, industry-leading processing capability, new product development, leaf supply and information technology advancements, while maintaining stability, agility, financial strength and a commitment to our core values. We ask for your support in voting for the merger proposal at our respective shareholders' meetings.

As a result of the merger, each share of Standard common stock issued and outstanding as of the effective date of the merger shall be converted into, and become exchangeable for, three shares of DIMON common stock. DIMON shareholders will continue to own their existing shares. Upon completion of the merger, Standard will cease to exist. We anticipate that, as a result of the merger, DIMON will issue approximately 41.23 million shares to Standard's shareholders (which number may change according to the exact number of shares of Standard common stock outstanding as of the closing of the merger) and DIMON's current shareholders will own approximately 52% and Standard's shareholders will own approximately 48% of Alliance One's common stock immediately following the merger. Shares of DIMON common stock are currently listed on the New York Stock Exchange under the symbol DMN. We have applied to list on the NYSE the shares of DIMON common stock issuable to Standard shareholders in the merger and reserved the ticker symbol AOI for use by Alliance One after the merger.

DIMON and Standard are asking their respective shareholders to approve the merger. In addition, DIMON is asking its shareholders to approve various matters relating to the amendment and restatement of its articles of incorporation, the election of seven persons to the board of directors of Alliance One and other matters described herein. We cannot complete the merger unless the shareholders of each of DIMON and Standard approve the merger.

Whether or not you plan to attend your shareholders' meeting, please take the time to vote by completing and mailing the enclosed proxy card to us. If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR all of the proposals. If you do not return your card, or if your shares are held in street name for you by a broker and you do not instruct your broker how to vote your shares, the effect will be a vote against the proposals.

We urge you to read carefully this joint proxy statement/prospectus, including the section describing risk factors on page 1, before voting your shares.

We enthusiastically support this merger of two great companies and join with all the other members of our respective boards of directors in recommending that you vote FOR each of the special meeting proposals.

Very truly yours,

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Chairman of the Board of Directors
and Chief Executive Officer
DIMON Incorporated

Chairman of the Board of Directors,
President and Chief Executive Officer,
Standard Commercial Corporation

This joint proxy statement/prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale of these securities is not permitted. This joint proxy statement/prospectus does not constitute a solicitation of a proxy in any jurisdiction in which it is unlawful to make such a solicitation.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the common stock to be issued in connection with the merger or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated March [__], 2005,
and is first being mailed to shareholders on or about March [__], 2005.

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DIMON Incorporated

512 Bridge Street

Danville, Virginia 24541

(434) 792-7511

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice hereby is given that a special meeting of shareholders of DIMON Incorporated will be held at The Carrington Conference Center, 503 Bridge Street, Danville, Virginia 24541 on [____], April [___], 2005, at [____], EST, for the following purposes:

1. To approve the plan of merger, dated as of November 7, 2004, by and among DIMON Incorporated and Standard Commercial Corporation, the merger contemplated thereby and the issuance of shares of DIMON common stock pursuant thereto.
2. To change the name of DIMON Incorporated to Alliance One International, Inc. effective as of the closing of the merger;
3. To increase the number of authorized shares of DIMON common stock from 125 million to 250 million effective as of the closing of the merger;
4. To amend certain shareholder voting requirements described in detail in this joint proxy statement/prospectus, which changes will be reflected in the amended and restated articles of incorporation effective as of the closing of the merger;
5. To approve certain other amendments to DIMON's articles of incorporation described in detail in this joint proxy statement/prospectus which changes will be reflected in the amended and restated articles of incorporation effective as of the closing of the merger;
6. To elect seven directors of DIMON, each to serve as of the closing of the merger for the terms specified herein.
7. To act with respect to any other business that properly comes before the meeting or any adjournments or postponements thereof, including any decision to adjourn the special meeting, if necessary, to solicit additional proxies in favor of any of the proposals above or for other reasons.

Thursday, February 10, 2005, has been fixed as the record date for the determination of shareholders entitled to notice of, and to vote at, the DIMON special meeting or any adjournments or postponements of the DIMON special meeting. Only holders of record of DIMON common stock at the close of business on the record date are entitled to notice of, and to vote at, the DIMON special meeting.

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The quorum requirement for holding the meeting and transacting business is a majority of the outstanding DIMON shares entitled to be voted. The shares may be present in person or represented by proxy at the meeting.

Approval of the plan of merger, including the issuance of shares of DIMON common stock to Standard shareholders pursuant thereto, and the amendment of certain shareholder voting requirements in DIMON's articles of incorporation require the affirmative vote of the holders of at least two-thirds of the outstanding shares of DIMON common stock entitled to vote at the DIMON special meeting. Approval of the proposal to elect the directors requires the affirmative vote of the holders of a plurality of the votes cast by the shares of DIMON common stock present at the meeting, assuming that a quorum is present. Approval of each of the other proposals at the DIMON special meeting requires the affirmative vote of the holders of a majority of the outstanding shares of DIMON common stock entitled to vote at the DIMON special meeting. The affirmative vote of the holders of at least a majority of the shares of DIMON common stock present at the DIMON special meeting is required to act on any other business that comes before the meeting or to approve any adjournment of the special meeting, including for purposes of soliciting additional proxies in favor of the proposals described above, whether or not a quorum is present.

Your vote is important. Whether or not you expect to attend in person, we urge you to vote your shares as promptly as possible by signing, dating and mailing the enclosed proxy card. Doing so will ensure your shares are represented and voted at the DIMON special meeting. A self-addressed, postage-paid envelope is enclosed for your convenience. You may revoke your proxy by following the procedures set forth in the accompanying joint proxy statement/prospectus.

THE DIMON BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE SPECIAL MEETING PROPOSALS, ALL OF WHICH ARE DESCRIBED IN DETAIL IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS.

By Order of the Board of Directors,

Thomas C. Parrish

Secretary

Danville, Virginia

March [__], 2005

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Standard Commercial Corporation

2201 Miller Road

Wilson, North Carolina 27893

(252) 291-5507

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that a special meeting of shareholders of Standard Commercial Corporation will be held at the Wilson County Agricultural Center Auditorium, 1806 South Goldsboro Street, Wilson, North Carolina on [____], April [__], 2005, at [____], EST, for the following purposes:

1. To approve the plan of merger, dated as of November 7, 2004, by and among DIMON Incorporated and Standard Commercial Corporation, and the merger contemplated thereby.
2. To act with respect to any other business that properly comes before the meeting or any adjournments or postponements thereof, including any decision to adjourn the special meeting, if necessary, to solicit additional proxies in favor of the approval of the plan of merger or for other reasons.

Thursday, February 10, 2005, has been fixed as the record date for the determination of shareholders entitled to notice of, and to vote at, the Standard special meeting or any adjournments or postponements of the Standard special meeting. Only holders of record of common stock at the close of business on the record date are entitled to notice of, and to vote at, the Standard special meeting.

The quorum requirement for holding the meeting and transacting business is a majority of the outstanding Standard shares entitled to be voted. The shares may be present in person or represented by proxy at the meeting.

The affirmative vote of the holders of at least two-thirds of the outstanding shares of Standard common stock is required to approve the plan of merger. The affirmative vote of the holders of at least a majority of the shares present at the Standard special meeting is required to approve any adjournment of the meeting, including for purposes of soliciting additional proxies in favor of the proposals described above, whether or not a quorum is present.

Your vote is important. Whether or not you expect to attend in person, we urge you to vote your shares as promptly as possible by signing, dating and mailing the enclosed proxy card. Doing so will ensure your shares are represented and voted at the Standard special meeting. A self-addressed, postage-paid envelope is enclosed for your convenience. You may revoke your proxy by following the procedures set forth in the accompanying joint proxy statement/prospectus.

THE STANDARD BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE PLAN OF MERGER, WHICH IS DESCRIBED IN DETAIL IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS.

By Order of the Board of Directors,

Henry C. Babb

Secretary

Wilson, North Carolina

March [__], 2005

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about DIMON and Standard from other documents that they have filed with the Securities and Exchange Commission, or SEC, and that have not been included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference in this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

DIMON Incorporated	Standard Commercial Corporation
512 Bridge Street	2201 Miller Road
Danville, Virginia 24541	Wilson, North Carolina 27893
(434) 792-7511	(252) 291-5507
Attn: Investor Relations	Attn: Investor Relations

Certain of the incorporated information in this joint proxy statement/prospectus is also available to investors via DIMON's website, www.dimon.com, and/or Standard's website, www.sccgroup.com. None of the information included in either DIMON's website or Standard's website is incorporated by reference in this joint proxy statement/prospectus. Also, please see [Where You Can Find More Information](#) on page 103.

If you would like to request documents, the applicable company must receive your request no later than March [___], 2005, in order for you to receive timely delivery of the documents in advance of the DIMON special meeting and the Standard special meeting. In addition, if you have any questions about the special meetings, the merger agreement or the proposed merger, you may contact:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Toll-Free: 800-322-2885

Call Collect: 212-929-5500

proxy@mackenziepartners.com

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- Annex A - Agreement and Plan of Reorganization, dated November 7, 2004, between DIMON Incorporated and Standard Commercial Corporation
- Annex B - Plan of Merger, dated November 7, 2004, between DIMON Incorporated and Standard Commercial Corporation
- Annex C - Proposed Amended and Restated Articles of Incorporation of Alliance One International, Inc.
- Annex D - Fairness Opinion of Peter J. Solomon Company, L.P., financial advisor to DIMON Incorporated
- Annex E - Fairness Opinion of Matrix Private Equities, Inc., financial advisor to Standard Commercial Corporation

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QUESTIONS AND ANSWERS

Q: Why are the companies proposing the merger?

A: Each of DIMON and Standard believes that a combination of the two companies will create a stronger and more capable global company than either DIMON or Standard is likely to be alone. DIMON and Standard believe the merger will result in profitable growth and will build long term value in an evolving industry. DIMON and Standard believe there are a number of benefits to the merger, including:

the creation of a stronger independent leaf tobacco merchant;

anticipated annual pre-tax cost savings of more than \$60 million;

the implementation of DIMON's and Standard's expertise and capabilities across substantially larger operations;

an improved ability to competitively source leaf tobacco;

enhanced and expanded customer relationships; and

the combination of our experienced management teams.

The merger also involves certain risks, which are described under "Risks Relating to the Merger" beginning on page 1. For more details on how the boards of directors of DIMON and Standard evaluated the potential benefits and risks of the merger, see "DIMON Proposal One and Standard Proposal One: The Merger" DIMON's Reasons for the Merger; Recommendation of the Merger by the DIMON Board of Directors beginning on page 12 and "DIMON Proposal One and Standard Proposal One: The Merger" Standard's Reasons for the Merger; Recommendation of the Merger by the Standard Board of Directors beginning on page 15.

Q: What shareholder approvals are needed?

A: *DIMON Shareholders:*

Under DIMON's articles of incorporation, the merger must be approved by the affirmative vote of the holders of at least two-thirds of the outstanding shares of DIMON common stock entitled to vote at the DIMON special meeting. Other approval requirements are described in more detail under "The DIMON Incorporated Special Meeting" Votes Required.

Standard Shareholders:

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The Standard articles of incorporation require that the merger must be approved by the affirmative vote of the holders of at least two-thirds of the outstanding shares of Standard common stock entitled to vote at the Standard special meeting.

Q: When do you expect the merger to be completed?

A: The merger is expected to be completed as soon as possible after the special meetings and regulatory approvals, which we anticipate will be during April of 2005. However, due to the antitrust approvals that are required prior to closing (see DIMON Proposal One and Standard Proposal One: The Merger Regulatory Approvals at page 20), the closing date might occur later.

Q: Who can vote at the shareholders meetings?

A: Only holders of record of DIMON common stock as of the close of business on Thursday, February 10, 2005, will be entitled to notice of and to vote at the DIMON special meeting. Only holders of record of Standard common stock as of the close of business on Thursday, February 10, 2005, will be entitled to notice of and to vote at the Standard special meeting.

Q-1

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Q: When and where are the shareholders meetings?

A: *DIMON Special Meeting:*

The special meeting of DIMON shareholders will be held at The Carrington Conference Center, 503 Bridge Street, Danville, Virginia 24541 on [____], April [__], 2005, at [____] EST.

Standard Special Meeting:

The special meeting of Standard shareholders will be held at the Wilson County Agricultural Center Auditorium, 1806 South Goldsboro Street, Wilson, North Carolina on [____], April [__], 2005, at [____], EST.

Q: How does my board of directors recommend that I vote?

A: *DIMON shareholders:*

The DIMON board of directors unanimously recommends that DIMON shareholders vote FOR each of the proposals presented at the DIMON special meeting. In considering this recommendation, you should also consider that certain members of DIMON's board of directors will directly benefit from the merger. Benefits to DIMON's directors and officers are described in detail under the heading *Interests of Certain Persons in the Merger* *Interests of DIMON's Directors and Officers in the Merger*.

Standard shareholders:

The Standard board of directors unanimously recommends that Standard shareholders vote FOR the approval of the plan of merger. In considering this recommendation, you should also consider that certain members of Standard's board of directors will directly benefit from the merger. Benefits to Standard's directors and officers are described in detail under the heading *Interests of Certain Persons in the Merger* *Interests of Standard's Directors and Officers in the Merger*.

Q: Why have you selected the name Alliance One International, Inc. for the combined company?

A: The combination of DIMON and Standard allows us to build upon each company's strengths and resources and to shape the intangible perceptions of who we are and how we are perceived in the market. We believe that our company name will be an important symbol of those strengths and what we wish to represent. Alliance describes a company that is professional, financially stable, responsive, innovative and future focused. These are perceptions that will impact our present and future customer base. These strengths will be combined into One strong organization that will be truly International in scope. The name Alliance One International is intended to symbolize the customer-focused culture we will create when we merge two great competitors to form one great alliance.

Q: What do I need to do now?

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A: After carefully reading and considering the information contained or incorporated by reference in this joint proxy statement/prospectus, please respond by completing, signing and dating your proxy card or voting instructions and returning it or them in the enclosed postage-paid envelope, as soon as possible so that your shares will be represented at your company's shareholder meeting.

Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A: No. Your broker will vote your shares only if you provide instructions on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares.

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Q: Can I vote my shares held in the DIMON 401(k) plan or the Standard 401(k) plan?

A: If you participate in DIMON's or Standard's 401(k) plan, you may vote your shares as if you owned them outside this plan by following the instructions for shareholders of record under "What do I need to do now?" above.

Q: Why is my vote important?

A: If you do not return your card, or if you do not instruct your broker how to vote any shares held for you in street name, the effect will be a vote against each of the proposals presented at the applicable special meeting. If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR each of the proposals.

Q: Are shareholders entitled to dissenters' or appraisal rights?

A: *DIMON shareholders:*

No. DIMON shareholders are not entitled to dissenters' or appraisal rights under Virginia law in connection with the merger because DIMON common stock is listed on the New York Stock Exchange.

Standard shareholders:

No. Standard shareholders are not entitled to dissenters' or appraisal rights under North Carolina law in connection with the merger because, as of the record date for the special meeting, Standard common stock and DIMON common stock were listed on the New York Stock Exchange, and in the merger holders of Standard common stock will receive shares of DIMON common stock, which will be listed on the New York Stock Exchange.

Q: Can I change my vote after I have delivered my proxy?

A: Yes. You can change your vote at any time before your proxy is voted at the DIMON special meeting or the Standard special meeting, as the case may be. You can do this in one of three ways. First, you can revoke your proxy. Second, you