

Edgar Filing: LOWES COMPANIES INC - Form POS AM

LOWES COMPANIES INC  
Form POS AM  
September 14, 2001

As filed with the Securities and Exchange Commission on September 14, 2001  
Registration No. 333-60434

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST- EFFECTIVE  
AMENDMENT NO. 1  
TO FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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LOWE'S COMPANIES, INC.  
(Exact name of registrant as specified in its charter)

NORTH CAROLINA  
(State or other jurisdiction of  
incorporation or organization)

56-0578072  
(I.R.S. Employer Identification No.)

1605 Curtis Bridge Road  
Wilkesboro, North Carolina 28697  
(336) 658-5445  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Stephen A. Hellrung  
Senior Vice President, General Counsel and Secretary  
Lowe's Companies, Inc.  
1605 Curtis Bridge Road  
Wilkesboro, North Carolina 28697  
(336) 658-5445  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

Copy to:

Lathan M. Ewers, Jr.  
Hunton & Williams  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219-4074  
(804) 788-8269

\$1,005,000,000  
LOWE'S COMPANIES, INC.  
Liquid Yield Option(TM) Notes due 2021  
(Zero Coupon - Senior)

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 PROSPECTUS SUPPLEMENT DATED SEPTEMBER \_\_\_\_, 2001  
 TO  
 PROSPECTUS DATED AUGUST 14, 2001  
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This Prospectus Supplement amends the table of Selling Securityholders appearing on pages 35-44 of the Prospectus dated August 14, 2001, (i) to list additional selling securityholders and (ii) to update the positions of previously disclosed selling securityholders, based on completed investor questionnaires and trade execution orders submitted to Lowe's on or before September 13, 2001.

SELLING SECURITYHOLDERS/1/

The LYONs were originally issued by us and sold by Merrill Lynch, Pierce, Fenner & Smith Incorporated in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by Merrill Lynch to be "qualified institutional buyers" (as defined by Rule 144A under the Securities Act). The selling securityholders (which term includes their transferees, pledgees, donees or successors) may from time to time offer and sell pursuant to this Prospectus any and all of the LYONs and the shares of common stock issuable upon conversion and/or redemption of the LYONs.

Set forth below are the names of each selling securityholder, the principal amount of LYONs that may be offered by such selling securityholder pursuant to this Prospectus, and the number of shares of common stock into which such LYONs are convertible. Unless set forth below, none of the selling securityholders has had a material relationship with us or any of our predecessors or affiliates within the past three years.

The following table sets forth certain information received by us on or prior to September 13, 2001. However, any or all of the LYONs or common stock listed below may be offered for sale pursuant to this Prospectus by the selling securityholders from time to time. Accordingly, no estimate can be given as to the amounts of LYONs or common stock that will be held by the selling securityholders upon consummation of any such sales.

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 /1/ Total principal amount of selling securityholders listed may be more than \$1,005,000,000 because certain of the selling securityholders have transferred LYONs pursuant to Rule 144A or otherwise reduced their position prior to selling pursuant to this registration statement without notifying Lowe's of their reduced position. The maximum principal amount at maturity of LYONs that may be sold under this registration statement will not exceed \$1,005,000,000.

| Name  | Aggregate<br>Principal<br>Amount of<br>LYONs at<br>Maturity that<br>May be Sold | Percentage of<br>LYONs<br>Outstanding | Com<br>Owe<br>Co |
|-------|---|---------------------------------------|------------------|
| ----- | -----   | -----                                 | -----            |

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|   |            |       |
|---|------------|-------|
| AAM/Zazore International Income Fund L.P.                                 | 2,000,000  | 0.20% |
| ABN AMRO Securities L.L.C   | 5,000,000  | 0.50% |
| AIM Capital Management Mid-Cap Opportunities Fund                         | 7,000,000  | 0.70% |
| AIM Capital Management Large Cap Opportunity Fund                         | 6,000,000  | 0.60% |
| Allstate Insurance Company  | 1,650,000  | 0.16% |
| Allstate Life Insurance Company   | 5,305,000  | 0.53% |
| Aloha Airlines Non-Pilots Pension Trust                                   | 285,000    | 0.03% |
| Aloha Airlines Pilots Retirement Trust                                    | 165,000    | 0.02% |
| Amaranth Securities LLC   | 2,125,000  | 0.21% |
| Amerisure Companies/Michigan Mutual Insurance Company                     | 400,000    | 0.04% |
| Arkansas Teachers Retirement  | 6,355,000  | 0.63% |
| Arpeggio Fund LP  | 4,500,000  | 0.45% |
| Associated Electric & Gas Insurance Services Limited                      | 1,100,000  | 0.11% |
| Banc of America Securities LLC  | 30,130,000 | 3.00% |
| Bankers Trust Co. Trustee for Daimler Chrysler Corp Emp#1 Pension Plan    | 4,785,000  | 0.48% |
| Baptist Health of South Florida   | 823,000    | 0.08% |
| Bay County PERS   | 195,000    | 0.02% |
| BBT Fund L.P.   | 32,500,000 | 3.23% |
| B.C. McCabe Foundation  | 600,000    | 0.06% |
| Bear Stearns & Co., Inc.  | 10,333,000 | 1.03% |
| Black Diamond Offshore Ltd.   | 1,748,000  | 0.17% |
| Blue Cross/Blue Shield of Florida   | 1,500,000  | 0.15% |
| Blue Cross/Blue Shield of Rochester, c/o Income Research and Management   | 2,930,000  | 0.29% |
| Boston Museum of Fine Arts  | 87,000     | 0.01% |
| C&H Sugar Company, Inc.   | 425,000    | 0.04% |
| CA State Automobile Assn. Inte-Insurance                                  | 1,000,000  | 0.10% |
| CALAMOS(R)Convertible Growth and Income Fund - CALAMOS(R)Investment Trust | 7,500,000  | 0.75% |
| California Public Employees' Retirement System                            | 9,000,000  | 0.90% |
| Christian Science Trustees -- Gifts and Endowments                        | 170,000    | 0.02% |

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| Chrysler Corporation Master Retirement Trust                                     | 5,875,000  | 0.58% |
| CIBC World Markets   | 10,000,000 | 1.00% |
| City of Birmingham Retirement & Relief System                                    | 1,000,000  | 0.10% |
| CitySam Fund-Ltd.  | 11,600,000 | 1.15% |
| Clarica Life Insurance Co. - U.S.  | 800,000    | 0.08% |
| Commonwealth Professional Assurance Company, c/o<br>Income Research & Management | 540,000    | 0.05% |
| Conseco Annuity Assurance Company  | 2,500,000  | 0.25% |
| Conseco Fund Group - Conseco Convertible<br>Securities Fund                      | 250,000    | 0.02% |
| Credit Industriel D'Alsace et De Lorraine  | 9,400,000  | 0.94% |

2

| Name   | Aggregate<br>Principal<br>Amount of<br>LYONs at<br>Maturity that<br>May be Sold | Percentage of<br>LYONs<br>Outstanding | Com<br>Owe<br>Co |
|--|---|---------------------------------------|------------------|
| Credit Suisse First Boston Corporation                   | 898,000,000   | 89.35%                                |                  |
| Delta Airlines Master Trust                              | 1,680,000   | 0.17%                                 |                  |
| Delta Pilots D & S Trust                                 | 935,000   | 0.09%                                 |                  |
| Deustche Bank Alex Brown Inc.                            | 47,512,000  | 4.73%                                 |                  |
| Double Black Diamond Offshore                            | 7,869,000   | 0.78%                                 |                  |
| Drury University   | 140,000   | 0.01%                                 |                  |
| Dylan (IMA) Limited                                      | 5,000,000   | 0.50%                                 |                  |
| Engineers Joint Pension Fund                             | 795,000   | 0.08%                                 |                  |
| Enterprise Convertible Securities Fund                   | 257,000   | 0.03%                                 |                  |
| EQAT/Alliance Growth Investors                           | 1,565,000   | 0.16%                                 |                  |
| Equitable Life Assurance Separate Account --<br>Balanced | 90,000  | 0.01%                                 |                  |
| Equitable Life Assurance Separate Account --             |   |                                       |                  |

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|--|------------|-------------|
| Convertibles   | 1,425,000  | 0.14%       |
| Excellus Health Plan, Inc.                                     | 2,500,000  | 0.25%       |
| Federated Equity Funds   | 17,000,000 | 1.69%       |
| Fidelity Devonshire Trust: Fidelity Equity-Income Fund         | 16,850,000 | 1.68%       |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund | 2,750,000  | 0.27%       |
| Fidelity Puritan Trust: Fidelity Puritan Fund                  | 9,610,000  | 0.96%       |
| Forest Alternative Strategies II                               | 150,000    | 0.01%       |
| Forest Fulcrum Fund L.L.P.                                     | 1,950,000  | 0.19%       |
| Forest Global Convertible Fund Series A-5                      | 9,130,000  | 0.91%       |
| Franklin and Marshall College                                  | 275,000    | 0.03%       |
| The Frist Foundation   | 255,000    | 0.03%       |
| Fuji U.S. Income Open  | 1,000,000  | 0.10%       |
| Gaia Offshore Master Fund Ltd.                                 | 20,000,000 | 1.99%       |
| GLG Market Neutral Fund  | 16,000,000 | 1.59%       |
| Global Bermuda Limited Partnership                             | 2,200,000  | 0.22%       |
| Goldman Sachs and Company                                      | 485,000    | 0.05%       |
| Hawaiian Airlines Employees Pension Plan - IAM                 | 135,000    | 0.01%       |
| Hawaiian Airlines Pension Plan for Salaried Employees          | 25,000     | 0.00%       |
| Hawaiian Airlines Pilots Retirement Plan                       | 260,000    | 0.03%       |
| HFR Master Fund LTD  | 800,000    | 0.08%       |
| HSBCTtee Zola Managed Trust                                    | 900,000    | 0.000895522 |
| IMF Convertible Fund   | 2,400,000  | 0.24%       |
| Innovest Finanzdienstleistungs                                 | 871,000    | 0.09%       |
| Investcorp Sam Fund Limited                                    | 10,000,000 | 1.00%       |
| The J.H. Mennen GST  | 17,475     | 0.00%       |
| JP Morgan Securities Inc.                                      | 4,000,000  | 0.40%       |
| KBC Financial Products USA                                     | 3,000,000  | 0.30%       |
| Kerr McGee Corporation   | 1,190,000  | 0.12%       |
| Lakeshore International Ltd.                                   | 8,900,000  | 0.89%       |
| Lehman Brothers Inc.   | 350,000    | 0.03%       |

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|---|------------|-------|
| Lincoln National Global Asset Allocation Fund | 100,000    | 0.01% |
| LLT Limited                                   | 440,000    | 0.04% |
| Lord Abbett Bond Debenture Fund               | 10,000,000 | 1.00% |

3

| Name   | Aggregate<br>Principal<br>Amount of<br>LYONs at<br>Maturity that<br>May be Sold | Percentage of<br>LYONs<br>Outstanding | Com<br>Owne<br>Co |
|--|---|---------------------------------------|-------------------|
| Lumbermens   | 825,000   | 0.08%                                 |                   |
| Lutheran Brotherhood   | 4,500,000   | 0.45%                                 |                   |
| Lydian Overseas Partners Master Fund                                   | 44,500,000  | 4.43%                                 |                   |
| Lyxor Master Fund  | 600,000   | 0.06%                                 |                   |
| Lyxor Master Fund, c/o Forest Investment Mngt.<br>L.L.C.               | 2,100,000   | 0.21%                                 |                   |
| McMahan Securities Co. L.P.  | 1,150,000   | 0.11%                                 |                   |
| Med America Insurance,<br>c/o Income Research and Management           | 3,535,000   | 0.35%                                 |                   |
| Med American New York Insurance,<br>c/o Income Research and Management | 1,315,000   | 0.13%                                 |                   |
| Memphis Light, Gas and Water Retirement Fund                           | 935,000   | 0.09%                                 |                   |
| Merrill Lynch, Pierce, Fenner and Smith Inc.                           | 14,123,000  | 1.41%                                 |                   |
| Met Investors Bond Debenture Fund                                      | 1,500,000   | 0.15%                                 |                   |
| Morgan Stanley Dean Witter   | 2,400,000   | 0.24%                                 |                   |
| Motion Picture Industry  | 921,000   | 0.09%                                 |                   |
| Motion Picture Industry Health Plan - Active Member<br>Fund            | 575,000   | 0.06%                                 |                   |
| Motion Picture Industry Health Plan - Retiree<br>Member Fund           | 290,000   | 0.03%                                 |                   |
| National Fuel Gas Company Retirement                                   | 200,000   | 0.02%                                 |                   |
| Nicholas Applegate Convertible Fund                                    | 2,434,000   | 0.24%                                 |                   |

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| Nicholas Applegate Investment Grade Convertible  | 15,000     | 0.00% |
| Northern Income Equity Fund  | 4,000,000  | 0.40% |
| OCM Convertible Trust  | 4,025,000  | 0.40% |
| Oppenheimer Convertible Securities Fund  | 10,000,000 | 1.00% |
| OZ Master Fund, Ltd.   | 22,000,000 | 2.19% |
| Paloma Securities LLC  | 17,125,000 | 1.70% |
| Parker-Hannifin Corporation  | 100,000    | 0.01% |
| Partner Reinsurance Company Ltd  | 975,000    | 0.10% |
| Penn Treaty Network America Insurance Company  | 360,000    | 0.04% |
| Physicians Life  | 627,000    | 0.06% |
| PIMCO Convertible Fund   | 1,500,000  | 0.15% |
| Principal Investors Fund, Inc. on behalf of its<br>Partners Large Cap Blend Fund                 | 280,000    | 0.03% |
| Principal Investors Fund, Inc. on behalf of its<br>Principal Partners Large Cap Blend Fund, Inc. | 125,000    | 0.01% |
| Putnam Asset Allocation Funds- Balanced Portfolio  | 700,000    | 0.07% |
| Putnam Asset Allocation Funds- Conservative<br>Portfolio   | 500,000    | 0.05% |
| Putnam Convertible Income-Growth Trust   | 5,200,000  | 0.52% |
| Putnam Convertible Opportunities and Income Trust  | 248,000    | 0.02% |
| Putnam Variable Trust-Putnam VT Global Asset<br>Allocation Fund                                  | 200,000    | 0.02% |
| Quattro Fund, Ltd.   | 1,500,000  | 0.15% |
| Queen's Health Plan  | 100,000    | 0.01% |

4

| Name | Aggregate<br>Principal<br>Amount of<br>LYONs at<br>Maturity that<br>May be Sold | Percentage of<br>LYONs<br>Outstanding | Com<br>Owne<br>Co |
|------|---|---------------------------------------|-------------------|
|------|---|---------------------------------------|-------------------|

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|   |            |       |
|---|------------|-------|
| RBC Capital Services Inc. c/o Forest Investment<br>Mngt. L.L.C.       | 50,000     | 0.00% |
| Rhapsody Fund, LP   | 13,400,000 | 1.33% |
| Royal Bank of Canada  | 6,300,000  | 0.63% |
| Salomon Brothers Asset Management, Inc.                               | 14,625,000 | 1.46% |
| Salomon Smith Barney Inc.   | 174,000    | 0.02% |
| San Diego City Retirement   | 1,522,000  | 0.15% |
| San Diego County Convertible  | 3,074,000  | 0.31% |
| San Diego County Employees Retirement Association                     | 3,400,000  | 0.34% |
| Screen Actors Guild   | 850,000    | 0.08% |
| SCI Endowment Care Common Trust Fund - National<br>Fiduciary Services | 340,000    | 0.03% |
| SCI Endowment Care Common Trust Fund - Suntrust                       | 150,000    | 0.01% |
| Southern Farm Bureau Life Insurance                                   | 1,305,000  | 0.13% |
| Starvest Managed Portfolio  | 125,000    | 0.01% |
| State Employees' Retirement Fund of the State of<br>Delaware          | 2,510,000  | 0.25% |
| State of Connecticut Combined Investment Funds                        | 6,060,000  | 0.60% |
| State of Florida, Division of Treasury                                | 3,380,000  | 0.34% |
| State of Florida, Office of the Treasurer                             | 3,500,000  | 0.35% |
| State of Mississippi Health Care Trust Fund                           | 1,360,000  | 0.14% |
| State of Oregon/SAIF Corporation                                      | 9,575,000  | 0.95% |
| State Street Bank Custodian for GE Pension Trust                      | 2,180,000  | 0.22% |
| Sylvan IMA Ltd., c/o Forest Mngt. L.L.C.                              | 810,000    | 0.08% |
| Tokai Asia Limited  | 34,000,000 | 3.38% |
| Tufts Associated Health Plans,<br>c/o Income Research & Management    | 650,000    | 0.06% |
| UBS O'Connor L.L.C. F/B/O UBS Global Equity<br>Arbitrage Master Ltd.  | 5,500,000  | 0.55% |
| UBS Warburg L.L.C.  | 20,796,000 | 2.07% |
| Union Carbide Retirement Account                                      | 2,500,000  | 0.25% |
| University of Massachusetts,<br>c/o Income Research & Management      | 130,000    | 0.01% |
| Vanguard Convertible Securities Fund, Inc.                            | 6,575,000  | 0.65% |



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| Variable Insurance Products Fund: Equity-Income Portfolio                 | 7,800,000  | 0.78% |
| Wake Forest University  | 1,232,000  | 0.12% |
| White River Securities LLC  | 10,334,000 | 1.03% |
| Wilmington Trust Co as Owner & TTEE for the Forestal Funding Master Trust | 35,500,000 | 3.53% |
| Worldwide Transactions Ltd.   | 383,000    | 0.04% |
| Writers Guild   | 497,000    | 0.05% |
| Wyoming State Treasurer   | 1,701,000  | 0.17% |
| Zurich Institutional Benchmarks Master Fund LTD                           | 1,550,000  | 0.15% |
| Zurich Master Hedge Fund c/o Forest Investment Mngt. L.L.C.               | 370,000    | 0.04% |

5

SIGNATURES

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 County of Wilkes, State of North Carolina, on September 14, 2001.

LOWE'S COMPANIES, INC.

(Registrant)

By: /s/ Stephen A. Hellrung

-----  
 Stephen A. Hellrung,  
 Senior Vice President, General Counsel  
 and Secretary

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on September 14, 2001.

Signature

Title

-----  
 /s/ Robert L. Tillman\*

-----  
 Chairman of the Board of Directors, President,

-----  
 Robert L. Tillman

-----  
 Chief Executive Officer and Director  
 (Principal Executive Officer)

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|                              |  |
|------------------------------|--|
| /s/ Robert A. Niblock*       | Senior Vice President and Chief Financial          |
| -----                        |  |
| Robert A. Niblock            | Officer (Principal Financial Officer)              |
| <br>                         |  |
| /s/ Kenneth W. Black, Jr.*   | Senior Vice President and Chief Accounting Officer |
| -----                        |  |
| Kenneth W. Black, Jr.        | (Principal Accounting Officer)                     |
| <br>                         |  |
| /s/ Leonard L. Berry, Ph.D.* | Director   |
| -----                        |  |
| Leonard L. Berry, Ph.D.      |  |
| <br>                         |  |
| /s/ Peter C. Browning *      | Director   |
| -----                        |  |
| Peter C. Browning            |  |
| <br>                         |  |
| /s/ Paul Fulton *            | Director   |
| -----                        |  |
| Paul Fulton                  |  |
| <br>                         |  |
| /s/ Dawn Hudson *            | Director   |
| -----                        |  |
| Dawn Hudson                  |  |
| <br>                         |  |
| /s/ Robert A. Ingram *       | Director   |
| -----                        |  |
| Robert A. Ingram             |  |
| <br>                         |  |
| /s/ Kenneth D. Lewis *       | Director   |
| -----                        |  |
| Kenneth D. Lewis             |  |
| <br>                         |  |
| /s/ Richard K. Lochridge*    | Director   |
| -----                        |  |
| Richard K. Lochridge         |  |
| <br>                         |  |
| /s/ Claudine B. Malone*      | Director   |
| -----                        |  |
| Claudine B. Malone           |  |
| <br>                         |  |
| /s/ Thomas D. O'Malley*      | Director   |
| -----                        |  |
| Thomas D. O'Malley           |  |
| <br>                         |  |
| /s/ Robert G. Schwartz*      | Director   |
| -----                        |  |
| Robert G. Schwartz           |  |

\*By: /s/ Stephen A. Hellrung

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Stephen A. Hellrung  
Attorney-in-Fact