

PRICESMART INC
Form POS AM
August 12, 2003

As filed with the Securities and Exchange Commission on August 12, 2003

Registration No. 333-36546

UNITED STATES
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

PriceSmart, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

5399
(Primary Standard Industrial
Classification Code Number)

33-0628530
(I.R.S. Employer
Identification Number)

4649 Morena Boulevard

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San Diego, California 92117

(858) 581-4530

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Notice to:

Robert E. Price

President and Chief Executive Officer

PriceSmart, Inc.

4649 Morena Boulevard

San Diego, California 92117

(858) 581-4530

Copies to:

Scott N. Wolfe, Esq.

Robert E. Burwell, Esq.

Latham & Watkins LLP

12636 High Bluff Drive, Suite 300

San Diego, California 92130

(858) 523-5400

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only 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 to be 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. "

DEREGISTRATION OF SECURITIES

On May 8, 2000, PriceSmart, Inc. (PriceSmart) filed a registration statement on Form S-3 (No. 333-36546) (the Registration Statement), which registered 25,157 shares of its common stock, par value \$0.0001 per share, for resale by the selling stockholder named therein. PriceSmart 's contractual obligation to maintain the effectiveness of the Registration Statement has terminated. Pursuant to the undertaking contained in the Registration Statement, PriceSmart is filing this Post-Effective Amendment No. 1 to deregister all securities registered under the Registration Statement that remain unsold as of the date this Post-Effective Amendment No. 1 to Registration Statement is filed.

Lawrence B. Krause

Director

_____, 2003

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ Angel Losada M.	Director	_____, 2003
/s/ JACK McGRORY _____ Jack McGrory	Director	August 12, 2003
_____ Edgar A. Zurcher	Director	_____, 2003