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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

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

DELAWARE other jurisdiction of

(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

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

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

By:

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	Brian K. Devine	Director	May	28,	2002
By:	* David L. Ferguson	Director	May	28,	2002
Ву:	* James B. McElwee	Director	May	28,	2002
Ву:	* Mo J. Siegel	Director	May	28,	2002
*By	: /s/ Freya R. Brier Freya R. Brier, as Attorney in Fact	Attorney in Fact	May	28,	2002