AVENTINE RENEWABLE ENERGY HOLDINGS INC

Form S-1MEF June 29, 2006

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As filed with the Securities and Exchange Commission on June 28, 2006

Registration No. 333-

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

## AVENTINE RENEWABLE ENERGY HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE** 

(State or Other Jurisdiction of Incorporation or Organization)

2869

(Primary Standard Industrial Classification Code Number)

05-0569368

(I.R.S. Employer Identification Number)

1300 South 2nd Street Pekin, IL 61555 (309) 347-9200

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

#### RONALD H. MILLER

President & Chief Executive Officer Aventine Renewable Energy Holdings, Inc. 1300 South 2nd Street Pekin, IL 61555 (309) 347-9200

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

RICHARD D. TRUESDELL, JR. Davis Polk & Wardwell 450 Lexington Avenue New York, New York 10017 (212) 450-4000 JULIEN R. SMYTHE
Akin Gump Strauss Hauer & Feld LLP
1111 Louisiana Street, 44th floor
Houston, TX 77002
(713) 220-5800

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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, check the following box. o

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. $\circ$ 333-132860						
If this form is a post-effective amendr Securities Act registration statement number		* *	,			
If this form is a post-effective amendr Securities Act registration statement number		` '	,			
CALCULATION OF REGISTRATION FEE						
Title Of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee		
Common Stock, par value \$0.001 per share(1)	1,150,000 shares	\$43.00	\$49,450,000	\$5,292		
(1) Includes shares of common stock	issuable upon exercise o	f the underwriters' option to	o purchase additional share	s of common stock.		

The Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities

Act.

#### Incorporation by Reference of Registration Statement on Form S-1, File No. 333-132860

Aventine Renewable Energy Holdings, Inc. (the 'Company') hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 as amended by Amendments No. 1 through 6 (File No. 333-132860) declared effective on June 28, 2006 by the Securities and Exchange Commission (the 'Commission'), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

### Exhibits

The following documents are filed as exhibits to this Registration Statement.

Description		
Opinion of Davis Polk & Wardwell		
Consent of Ernst & Young, LLP		
Consent of Davis Polk & Wardwell (included in Exhibit 5.1)		
Powers of Attorney (included on signature page of Registration Statement on Form S-1, File No. 333-132860 filed on March 30, 2006)		

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pekin, State of Illinois, on this 28th day of June, 2006.

#### AVENTINE RENEWABLE ENERGY HOLDINGS, INC.

BY: /S/ RONALD H. MILLER

Name: Ronald H. Miller

Title: President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacity and on the dates indicated.

Signature		Title	Date
	*		
	Ronald H. Miller	President, Chief Executive Officer and Director	June 28, 2006
	*		June 28, 2006
	Ajay Sabherwal	Chief Financial Officer	
	*	<ul> <li>Chief Accounting and Compliance Officer</li> </ul>	June 28, 2006
	William J. Brennan	Cine Accounting and Comphance Officer	June 26, 2000
	*	<ul><li>Director</li></ul>	June 28, 2006
	Leigh Abramson	2	Julie 20, 2000
	*	<ul><li>Director</li></ul>	June 28, 2006
	Richard A. Derbes	Director	June 26, 2000
	*	<ul><li>Director</li></ul>	June 28, 2006
	Michael C. Hoffman	— Director	Julie 28, 2000
	*	<ul><li>Director</li></ul>	June 28, 2006
	Wayne D. Kuhn	Bilector	Julie 20, 2000
	*	<ul><li>Director</li></ul>	June 28, 2006
	Bobby L. Latham	— Director	June 28, 2000
*By:	/s/ WILLIAM J. BRENNAN		
	Attorney-in-fact		

### **EXHIBITS**

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**SIGNATURES** 

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