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BLUEFLY INC  
Form S-8 POS  
July 16, 2001

As filed with the Securities and Exchange Commission on July 16, 2001  
Registration No. 333-76079

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 3  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
-----

BLUEFLY, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or  
organization)

13-3612110  
(I.R.S. Employer  
Identification No.)

42 WEST 39TH STREET  
NEW YORK, NEW YORK  
(Address of Principal  
Executive Offices)

10018  
(Zip Code)

-----  
BLUEFLY, INC. 1997 STOCK OPTION PLAN  
(Full title of the plan)  
-----

E. KENNETH SEIFF  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
BLUEFLY, INC.  
42 WEST 39TH STREET  
NEW YORK, NEW YORK 10018  
(212) 944-8000

RICHARD A. GOLDBERG, ESQ.  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
405 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10174  
(212) 973-0111

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

CALCULATION OF REGISTRATION FEE

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, par value \$.01 per share	N/A	N/A	N/A

EXPLANATORY NOTES

This Amendment No.3 to Registration Statement on Form S-8 is being filed to amend the Registration Statement on Form S-8 (as amended to date, the "Registration Statement") (File No. 333-76079) filed with the Securities and Exchange Commission on April 12, 1999, by filing as an exhibit thereto the consent of the Registrant's independent auditors to the filing with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 of the independent auditor's report on the Registrant's financial statements for the year ended December 31, 2000. The contents of the Registration Statement are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Item 8 of the Registration Statement is hereby amended and restated in its entirety as follows:

The following exhibits are filed as part of this Registration Statement:

Exhibit Number.	Description.
4.1*	Bluefly, Inc. 1997 Stock Option Plan, as amended to date (incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1999 (File No. 333-22895)).
5.1*	Opinion of Swidler Berlin Shereff Friedman, LLP.
23.1*	Consent of Pricewaterhouse Coopers LLP
23.2*	Consent of Swidler Berlin Shereff Friedman, LLP (contained in Exhibit 5.1).
23.3	Consent of Pricewaterhouse Coopers, LLP

\*Previously filed

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## 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-8 and has duly caused this Amendment No. 3 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on this 16th day of July, 2001.

BLUEFLY, INC.

By: /s/ E. Kenneth Seiff

-----  
E. Kenneth Seiff  
President, Chief Executive Officer and Director

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## EXHIBIT INDEX

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23.3	Consent of Pricewaterhouse Coopers LLP.

\*Previously filed.

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