

AARON'S INC  
Form S-8  
July 01, 2009

As filed with the Securities and Exchange Commission on July 1, 2009.

File No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**AARON S, INC.**

*(Exact Name of Issuer as Specified in its Charter)*

**Georgia**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**58-0687630**

*(I.R.S. Employer  
Identification Number)*

**Aaron s, Inc.**

**309 E. Paces Ferry Road, N.E.**

**Atlanta, Georgia 30305**

**(404) 231-0011**

*(Address and Telephone Number of Issuer's Principal Executive Offices)*

**2001 Stock Option and Incentive Award Plan, As Amended and Restated**

*(Full Title of the Plan)*

**Mr. Gilbert L. Danielson**

**Aaron s, Inc.**

**309 E. Paces Ferry Road, N.E.**

**Atlanta, Georgia 30305**

**(404) 231-0011**

*(Name, Address and Telephone Number, Including Area Code, of Agent for Service)*

*Copies to:*

**W. Benjamin Barkley, Esq.**

**David M. Eaton, Esq.**

**Kilpatrick Stockton LLP**

**1100 Peachtree Street, N.E.**

**Atlanta, Georgia 30309-4530**

**(404) 815-6500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated  
Filer

Accelerated  
Filer

Non-Accelerated Filer   
(Do not check if a smaller reporting  
company)

Smaller Reporting  
Company

**Calculation of Registration Fee**

| <b>Title of Securities to be Registered</b> | <b>Amount to be Registered<sup>(2)</sup></b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price<sup>(1)</sup></b> | <b>Amount of Registration Fee</b> |
|---|--|--|--|-----------------------------------|
| Common Stock, Par Value \$0.50 Per Share    | 5,000,000 shares                             | \$30.03  | \$150,150,000  | \$8,378.37                        |

(1) Determined in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, based on \$30.03, the average of the high and low prices on the New York Stock Exchange on June 30, 2009.

(2) Pursuant to Rule 416, this Registration Statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends, reclassifications of stock, corporate transactions or similar transactions.

Aaron's, Inc. (the Company) files this Registration Statement on Form S-8 in connection with an amendment and restatement of the Company's 2001 Stock Option and Incentive Award Plan (the Plan) that, among other amendments, increases the number of shares of common stock, par value \$.50 per share (the Common Stock), that may be issued or transferred under the Plan. The number of shares that may be issued or transferred under the Plan has been increased by 5,000,000.

The shares of Common Stock previously available for issuance or transfer under the Plan are covered by a Registration Statement on Form S-8 (Registration No. 333-123426), the contents of which are incorporated herein by reference. As amended, the aggregate number of shares of Common Stock that may be issued or transferred under the Plan is 7,850,000.

**ITEM 8. EXHIBITS**

The exhibits included as part of this Registration Statement are as follows:

| Exhibit Number | Description   |
|----------------|---|
| 5(a)           | Opinion of Counsel to Registrant  |
| 23(a)          | Consent of Counsel to Registrant (included in Exhibit 5(a))   |
| 23(b)          | Consent of Independent Registered Public Accounting Firm  |
| 24(a)          | Power of Attorney (included with signature page)  |
| 99(a)          | 2001 Stock Option and Incentive Award Plan, as amended and restated (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 10, 2009 and incorporated herein by reference) |

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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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on June 30, 2009.

**AARON S, INC.**

By: /s/ Gilbert L. Danielson  
Gilbert L. Danielson  
Executive Vice President,  
Chief Financial Officer

**POWER OF ATTORNEY**

We, the undersigned directors and officers of the Company hereby severally constitute and appoint Robert C. Loudermilk, Jr., Gilbert L. Danielson and James L. Cates our true and lawful attorneys with full power to sign for us in our names in the capacities indicated below and any amendment to this registration statement, including any post-effective amendments to said registration statement, and generally to do all such things in our name and behalf in our capacities as directors and officers to enable the Company to comply with the provisions of the Securities Act, and all requirements of the SEC, hereby ratifying and confirming our signatures as they may be signed by our said attorney to said registration statement and any and all amendments thereto.

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 June 30, 2009.

| Signature  | Position   |
|--|--|
| /s/ R. Charles Loudermilk, Sr.<br>R. Charles Loudermilk, Sr. | Chairman of the Board of Directors   |
| /s/ Robert C. Loudermilk, Jr.<br>Robert C. Loudermilk, Jr.   | Chief Executive Officer<br>(Principal Executive Officer),<br>President and Director                |
| /s/ Gilbert L. Danielson<br>Gilbert L. Danielson             | Executive Vice President,<br>Chief Financial Officer and Director<br>(Principal Financial Officer) |

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| Signature  | Position   |
|--|--|
| /s/ Robert P. Sinclair, Jr.<br>Robert P. Sinclair, Jr. | Vice President, Corporate Controller<br>(Principal Accounting Officer) |
| /s/ William K. Butler, Jr.<br>William K. Butler, Jr.   | Chief Operating Officer and Director                                   |
| /s/ Ronald W. Allen<br>Ronald W. Allen                 | Director   |
| /s/ Leo Benatar<br>Leo Benatar                         | Director   |
| /s/ Earl Dolive<br>Earl Dolive                         | Director   |
| /s/ David L. Kolb<br>David L. Kolb                     | Director   |
| /s/ John C. Portman, Jr.<br>John C. Portman, Jr.       | Director   |
| /s/ Ray M. Robinson<br>Ray M. Robinson                 | Director   |
| /s/ John Schuerholz<br>John Schuerholz                 | Director   |

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**EXHIBIT INDEX**

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| 24(a)          | Power of Attorney (included with signature page)              |