

Edgar Filing: BLUEFLY INC - Form S-8 POS

BLUEFLY INC  
Form S-8 POS  
April 28, 2003

As filed with the Securities and Exchange Commission on April 28, 2003

Registration No. 333-53340

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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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)

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BLUEFLY, INC. 2000 STOCK OPTION PLAN  
(Full title of the plan)

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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

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

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## EXPLANATORY NOTES

This Amendment No.2 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. 333-53340) filed with the Securities and Exchange Commission on January 8, 2001, by filing as exhibits thereto the consents of the Registrant's independent auditors to the filing with the Registrant's Annual Reports on Form 10-K for the years ended December 31, 2002 and 2001 of the independent auditor's report on the Registrant's financial statements for such years. 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. 2000 Stock Option Plan, as amended to date                    |
| 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                                     |
| 23.4            | Consent of Pricewaterhouse Coopers, LLP                                     |

\*Previously filed

## 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. 2 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 28th day of April, 2003.

BLUEFLY, INC.

By: /s/ E. Kenneth Seiff

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

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KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned whose signature appears below constitutes and appoints E. Kenneth Seiff and Patrick C. Barry and each of them (with full power of substitution and resubstitution for him and on his behalf, and in his name, place and stead, in any and all capacities to execute and sign any and all amendments or post-effective amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof and the Registrant hereby confers like authority on its behalf.

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities and on this 28th day of April, 2003:

| Signature<br>-----  | Titles<br>-----   |
|---|---|
| /s/ E. Kenneth Seiff<br>-----<br>E. Kenneth Seiff           | President, Chief Executive Officer and Director<br>(Principal Executive Officer)                    |
| /s/ Patrick C. Barry<br>-----<br>Patrick C. Barry           | Chief Operating Officer and Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| /s/ Josephine R. Esquivel<br>-----<br>Josephine R. Esquivel | Director  |
| /s/ Martin Miller<br>-----<br>Martin Miller                 | Director  |
| /s/ Robert G. Stevens<br>-----<br>Robert G. Stevens         | Director  |
| /s/ Neal Moszkowski<br>-----<br>Neal Moszkowski             | Director  |
| /s/ Alan Kane<br>-----<br>Alan Kane                         | Director  |
| /s/ David Wassong<br>-----<br>David Wassong                 | Director  |

### EXHIBIT INDEX

| Exhibit Number.<br>----- | Description.<br>----- |
|--------------------------|-----------------------|
|--------------------------|-----------------------|

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|       |  |
|-------|--|
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