

NEIMAN MARCUS GROUP INC  
Form S-8  
May 28, 2003

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

Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

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THE NEIMAN MARCUS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

95-4119509  
(I.R.S. Employer  
Identification No.)

One Marcus Square  
1618 Main Street  
Dallas, Texas 75201  
(Address of principal executive offices,  
included zip code)

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THE NEIMAN MARCUS GROUP, INC. 1997 INCENTIVE PLAN

(Full title of the plan)

**Nelson A. Bangs**

Senior Vice President and General Counsel

1618 Main Street

Dallas, Texas 75201

(Name and address of agent for service)

(214) 741-6911

(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Class A Common Stock	2,300,000 shares	\$32.45	\$74,635,000	\$6,038

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1), and computed on the basis of the market price of the Class A Common Stock on May 21, 2003 in accordance with Rule 457(c).

**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement on Form S-8 is being filed by the Registrant for the purpose of registering an additional 2,300,000 shares of Class A Common Stock to be issued pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan (the "Plan"). Registration statements on Forms S-8 relating to the Plan are effective. Pursuant to General Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the contents of registration statements on Form S-8 (No. 333-35829 filed September 17, 1997 and No. 333-58906 filed April 13, 2001) relating to the Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits

The information required by this Item 8 is set forth in the Index to Exhibits accompanying this Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Dallas, State of Texas, on May 28, 2003.

THE NEIMAN MARCUS GROUP, INC.

By: /s/ Burton M. Tansky  
 Burton M. Tansky  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Burton M. Tansky</u> Burton M. Tansky	President, Chief Executive Officer and Director (Principal Executive Officer)	May 28, 2003
<u>/s/ James E. Skinner</u> James E. Skinner	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 28, 2003
<u>/s/ T. Dale Stapleton</u> T. Dale Stapleton	Vice President - Controller (Principal Accounting Officer)	May 28, 2003

DIRECTORS

<u>Name</u>	<u>Date</u>
<u>/s/ John R. Cook</u> John R. Cook	May 28, 2003
<u>/s/ Gary L. Countryman</u> Gary L. Countryman	May 28, 2003
<u>/s/ Matina S. Horner</u> Matina S. Horner	May 28, 2003
<u>/s/ Brian J. Knez</u> Brian J. Knez	May 28, 2003
<u>/s/ Vincent M. O'Reilly</u> Vincent M. O'Reilly	May 28, 2003
<u>/s/ Walter J. Salmon</u> Walter J. Salmon	May 28, 2003
<u>/s/ Carl Sewell</u> Carl Sewell	May 28, 2003
<u>/s/ Richard A. Smith</u> Richard A. Smith	May 28, 2003
<u>/s/ Robert A. Smith</u>	May 28, 2003

Robert A. Smith

/s/ Paula Stern

May 28, 2003

Paula Stern

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INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>	<u>Filed Herewith or Incorporated by Reference</u>
4	<u>The Neiman Marcus Group, Inc. 1997 Incentive Plan, as amended.</u>	Filed herewith.
5	<u>Opinion of Nelson A. Bangs</u>	Filed herewith.
23 .1	<u>Consent of Independent Public Accountants</u>	Filed herewith.
23 .2	<u>Consent of Nelson A. Bangs (included in his opinion filed as Exhibit 5 hereto).</u>	Filed herewith.

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