

DILLARDS INC  
Form S-8  
January 15, 2010

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 15, 2010

REGISTRATION NO. 333-

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-8

## REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

## DILLARD S, INC.

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**  
(State or Other Jurisdiction of

Incorporation or organization)

**71-0388071**  
(I.R.S. Employer

Identification No.)

**1600 CANTRELL ROAD**

**LITTLE ROCK, ARKANSAS 72201**

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501-376-5200

(Address of Principal Executive Offices)

**DILLARD S, INC. STOCK BONUS PLAN**

(Full title of the plan)

**JAMES I. FREEMAN**

**SENIOR VICE PRESIDENT AND**

**CHIEF FINANCIAL OFFICER**

**DILLARD S, INC.**

**1600 CANTRELL ROAD**

**LITTLE ROCK, ARKANSAS 72201**

**501-376-5200**

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

*With a copy to:*

**DANIEL HEARD**

**KUTAK ROCK LLP**

**124 W. CAPITOL AVE, SUITE 2000**

**LITTLE ROCK, ARKANSAS 72201**

**501-975-3000**

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.

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Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

	<b>Amount</b>	<b>Proposed Maximum</b>	<b>Proposed Maximum</b>	
<b>Title of Securities to be Registered</b>	<b>to be</b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Amount of Registration Fee</b>
	<b>Registered (1)</b>	<b>Per Share (2)</b>	<b>Offering Price (2)</b>	
Class A Common Stock, par value \$.01 per share	1,000,000 shares	\$17.49	\$17,490,000	\$1,247.04

- (1) Pursuant to Rule 416(a) the number of shares of Common Stock registered hereunder includes such indeterminate number of additional shares of Common Stock as may be offered or issued in the future to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of computing the registration fee. This amount was calculated pursuant to Rule 457(h) under the Securities Act of 1933 on the basis of \$17.49 per share, which was the average of the high and low prices of the Common Stock on the New York Stock Exchange on January 12, 2010.

**EXPLANATORY NOTE**

Dillard's, Inc. (the Company) is hereby registering 1,000,000 additional shares of its Class A Common Stock, par value \$.01 per share (the Common Stock), for issuance under the Dillard's, Inc. Stock Bonus Plan which shares may be either newly issued by the Company or purchased in open market transactions. A registration statement on Form S-8 (Registration No. 333-126000) (the Prior Registration Statement) as filed with the Securities and Exchange Commission on June 21, 2005, relating to the same class of securities and the same employee benefit plan are currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents previously filed by us with the Securities and Exchange Commission (the Commission), are incorporated by reference into this Registration Statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended January 31, 2009, filed with the Commission on April 1, 2009.
- (b) Our Quarterly Reports on Form 10-Q for the fiscal quarters ended May 2, 2009, filed with the Commission on June 8, 2009; August 1, 2009, filed with the Commission on August 28, 2009; and October 31, 2009, filed with the Commission on December 3, 2009.
- (c) Our Current Reports on Form 8-K filed with the Commission on May 7, 2009 and August 26, 2009.
- (d) The description of the Registrant's Class A Common Stock contained in the Registration Statement on Form 8-A filed with the Commission on June 8, 1989, and any amendment or report filed with the Commission for the purpose of updating such description.

**EXPLANATORY NOTE**

In addition, all reports and other documents subsequently filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Kutak Rock LLP, regarding Common Stock (filed herewith).
23.1	Consent of Kutak Rock LLP (included in the opinion filed as Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm (filed herewith).
24.1	Power of Attorney (filed herewith).

**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 County of Pulaski, State of Arkansas, this 15th day of January, 2010.

DILLARD S, INC.

By: /s/ JAMES I. FREEMAN  
Name: **James I. Freeman**  
Title: **Senior Vice President and Chief Financial Officer**



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**SIGNATURES**

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

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ <b>WILLIAM T. DILLARD, II</b> <b>William T. Dillard, II</b>	Chief Executive Officer and Director (Principal Executive Officer)	November 17, 2009
/s/ <b>ALEX DILLARD</b> <b>Alex Dillard</b>	President and Director	November 17, 2009
/s/ <b>JAMES I. FREEMAN</b> <b>James I. Freeman</b>	Senior Vice President, Chief Financial Officer and Director	November 17, 2009
/s/ <b>MIKE DILLARD</b> <b>Mike Dillard</b>	Executive Vice President and Director	November 17, 2009
/s/ <b>DRUE MATHENY</b> <b>Drue Matheny</b>	Executive Vice President and Director	November 17, 2009
/s/ <b>FRANK R. MORI</b> <b>Frank R. Mori</b>	Director	November 17, 2009
/s/ <b>J.C. WATTS, JR.</b> <b>J.C. Watts, Jr.</b>	Director	November 17, 2009
/s/ <b>ROBERT C. CONNOR</b> <b>Robert C. Connor</b>	Director	November 17, 2009
/s/ <b>NICK WHITE</b> <b>Nick White</b>	Director	November 17, 2009
/s/ <b>WARREN A. STEPHENS</b> <b>Warren A. Stephens</b>	Director	November 17, 2009
/s/ <b>PETER R. JOHNSON</b> <b>Peter R. Johnson</b>	Director	November 17, 2009
/s/ <b>R/ BRAD MARTIN</b> <b>R. Brad Martin</b>	Director	November 17, 2009

**EXHIBIT INDEX**

(a) The exhibits filed as a part of this registration statement are listed below:

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