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DILLARDS INC
Form S-8
May 24, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 24,

REGISTRATION

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 Governing Instrument)

DELAWARE

71-0388071

(State or Other Jurisdiction of
Incorporation or organization)

(I.R.S. Employer
Identification Number)

1600 CANTRELL ROAD
LITTLE ROCK, ARKANSAS 72201
501-376-5200

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Office)

PAUL J. SCHROEDER, JR.
VICE PRESIDENT AND
GENERAL COUNSEL
DILLARD'S, INC.
1600 CANTRELL ROAD
LITTLE ROCK, ARKANSAS 72201
501-376-5200

JAMES I. FREEMAN
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER
DILLARD'S, INC.
1600 CANTRELL ROAD
LITTLE ROCK, ARKANSAS 72201
501-376-5200

MICHAEL E. KARNEY
FRIDAY, ELDREDGE & CLARK
2000 REGIONS CENTER
400 W. CAPITOL AVENUE
LITTLE ROCK, ARKANSAS 72201-3493
501-376-2011

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Registrant)

DILLARD'S, INC.
2000 INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN

(Full Title of the Plan)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED (1)	AMOUNT TO BE REGISTERED (1) (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE (4)
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Class A Common Stock,
par value \$.01 per share 7,000,000 shares \$28.46 \$199,220,000 \$18,328.2

- (1) To the extent to which interests in the Plan constitute separate securities, this Registrant will register an indeterminate amount of such interests in the Plan in accordance with Rule 416(a). This registration also covers any additional shares of the Registrant's Common Stock that may hereafter be issued pursuant to the adjustment provisions of the Plan or of the Common Stock in accordance with Rule 416(a).
- (2) The shares of Common Stock offered hereby are offered pursuant to the Dillard's, Inc. 2002 Stock Option Plan.
- (3) Pursuant to Rule 457(c) under the Securities Act of 1933, as amended, the proposed maximum offering price is the average of the high and low price per share of the Common Stock on May 22, 2002.
- (4) Pursuant to Rule 457(h)(2), no registration fee is required with respect to the interest in the Plan.

PART I

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The documents containing the information specified in Part I of Form S-8 will be sent to participants in the Incentive and Nonqualified Stock Option Plan (the "Plan"), of Dillard's, Inc. and its subsidiaries. The Plan is subject to Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Securities Act").

Such documents are not being filed with the Commission, but constitute (along with the information contained in the Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of the Securities Act. The documents incorporated by reference into the Registration Statement will be available to participants in the Plan, without charge, upon written or oral request. For more information, contact either Paul J. Schroeder, Jr., Vice President and General Counsel, or James I. Freeman, Senior Vice President and General Counsel, Dillard's, Inc., 1600 Cantrell Road, Little Rock, Arkansas 72201, telephone 501-376-5200.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT (Not Required in Prospectus)

ITEM 3 INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, which have been filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for the year ended February 28, 2002, and any amendments thereto.
- (b)
 - (i) The Company's Registration Statement on Form 8-A dated March 1, 2002, and any amendments thereto.
 - (ii) The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2002, and any amendments thereto.
 - (iii) The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2002, and any amendments thereto.
 - (iv) The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2002, and any amendments thereto.

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- (v) The Company's Proxy Statement on Schedule 14A for the year ended on May 18, 2002 (File No. 1-6140), and any amendments thereto
 - (vi) The Company's Current Report on Form 8-K dated March 21, 2001
 - (vii) The Company's Current Report on Form 8-K dated March 2, 2002
- (c) The description of the Company's Class A Common Stock contained in the prospectus filed with the Commission on June 7, 1989, and any amendment or report for the purpose of updating such description.

In addition, all documents filed by the Company with the Commission pursuant to Section 17 of the Securities Exchange Act after the date of this Registration Statement and prior to the termination of this offering shall be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing with the Commission. Any statement contained in a document incorporated by reference herein shall be deemed to be a part of this Registration Statement for purposes of the Registration Statement to the extent that a statement contained herein is not inconsistent with the information in this document which also is or is deemed to be incorporated by reference herein.

This Registration Statement modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part of the Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable. The class of securities to be offered is registered under Section 12 of the Securities Act of 1933.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

William H. Sutton, a partner in Friday, Eldredge & Clark, beneficially owns or has the right to acquire the Company's Class A Common Stock either directly or indirectly through aggregated accounts in a firm. Mr. Sutton is also a director of the Company. Additionally, Friday, Eldredge & Clark LLP represents the Company in various matters.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law, as amended, provides that a corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened or pending proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was an officer or employee or agent of the corporation or is or was serving at its request in such capacity in connection with the corporation's association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding if he acted in good faith and not willfully or wantonly and to be in or not opposed to the best interests of the corporation, and with respect to any criminal proceeding if he had no reasonable cause to believe his conduct was unlawful.

Section 102(b)(7) of the Delaware General Corporation Law, as amended, permits a corporation to amend its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for acts or omissions not in good faith or for a knowing violation of law, (ii) under Section 174 of the Delaware General Corporation Law, or (iii) under any other statute which the director derived an improper personal benefit.

Article IX of the Company's Certificate of Incorporation provides for the elimination of the corporation's liability for breach of fiduciary duty as permitted by Section 102(b)(7) of the Delaware General Corporation Law.

Article III of the Company's By-laws, as amended, provides for the indemnification of directors and officers.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

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ITEM 8. EXHIBITS.

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

EXHIBIT NUMBER -----	DESCRIPTION -----
4.1	Restated Certificate of Incorporation of Dillard's, Inc. (of the Company's Quarterly Report or Form 10-Q for the quarter ended March 2, 2002 (File No. 1-6140)).
4.2	Bylaws of Dillard's, Inc. (Incorporated by reference to Report on Form 8-K dated March 2, 2002 (File No. 1-6140)).
4.3	Rights Agreement, dated as of March 2, 2002 between the Company, as Rights Agent (Incorporated by reference to Exhibit 10 of the Company's Annual Report on Form 10-K dated March 15, 2002 (File No. 1-6140)).
4.4	Dillard's, Inc. 2000 Incentive and Non-qualified Stock Option Plan (Incorporated by reference to Exhibit 10(e) of the Company's Annual Report on Form 10-K dated March 15, 2002 (File No. 1-6140)).
5.1*	Opinion of Friday, Eldredge & Clark, LLP.
23.1*	Consent of Friday, Eldredge & Clark, LLP (included in Exhibit 5.1).
23.2*	Consent of Deloitte & Touche, LLP.
24.1*	Powers of Attorney (included as part of the signature page hereof).

*Filed herewith.

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

A. (1) To file, during any period in which offers or sales are being made, a Supplemental Registration Statement to include any material information with respect to the plan of distribution of the securities offered hereunder, or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, the date of the filing of this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any amount of securities which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, the date of each filing of the Registrant's annual report pursuant to Section 13 (a) or Section 15 (d) of the Securities Exchange Act of 1934, and the date of each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934, shall be deemed to be a new registration statement relating to the securities offered hereunder, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be applicable to the undersigned Registrant or any selling shareholder, the Registrant and any selling shareholder will not be held liable for such liabilities or expenses, including reasonable attorneys' fees, except to the extent that the undersigned Registrant or any selling shareholder has not, in the Registration Statement, disclosed the existence of a conflict of interest with respect to such indemnification, and then only to the extent that the Registrant or any selling shareholder has not, in the Registration Statement, disclosed the existence of a conflict of interest with respect to such indemnification, and then only to the extent that the Registrant or any selling shareholder has not, in the Registration Statement, disclosed the existence of a conflict of interest with respect to such indemnification, and then only to the extent that the Registrant or any selling shareholder has not, in the Registration Statement, disclosed the existence of a conflict of interest with respect to such indemnification.

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opinion of the Commission such indemnification is against public policy as expressed in the unenforceable in the event that a claim for indemnification against such liabilities (other than expenses incurred by a director, officer or controlling person of the Registrant in the successful proceeding) is asserted by such director, officer or controlling person in connection with the Registrant will, unless in the opinion of its counsel the matter has been settled by control appropriate jurisdiction the question of whether such indemnification by it is against public Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has the best grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused Form S-8 to be signed on its behalf by the undersigned, thereunto duly approved, in the City of Dallas, Texas, on the 24 day of May, 2002.

DILLARD'S, INC.

By: /s/ James I. Freeman

James I. Freeman
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby certifies that Schroeder and James I. Freeman his true and lawful attorneys-in-fact, each acting alone, with full power of substitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments, to this Registration Statement, and to file the same, with exhibits thereto and in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, full authority to do and perform each and every act and thing requisite and necessary to be done in and to carry out all intents and purposes as he might or could do in person, and hereby ratifying and confirming all that their substitutes, each acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement contains the following persons in their capacities and on the dates indicated.

SIGNATURE

TITLE

/s/ William Dillard II

William Dillard II

Chief Executive Officer and

(Principal Executive Officer)

/s/ Alex Dillard

Alex Dillard

President and Director

/s/ Mike Dillard

Mike Dillard

Executive Vice President and

/s/ Drue Corbusier

Drue Corbusier

Executive Vice President and

/s/ James I. Freeman

James I. Freeman

Senior Vice President and Chief

Financial Officer and Director

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/s/ Calvin N. Clyde, Jr.	Director

Calvin N. Clyde, Jr.	
/s/ Will D. Davis	Director

Will D. Davis	
/s/ Robert C. Connor	Director

Robert C. Connor	
/s/ William H. Sutton	Director

William H. Sutton	
/s/ John Paul Hammerschmidt	Director

John Paul Hammerschmidt	
/s/ John H. Johnson	Director

John H. Johnson	

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