

STAGE STORES INC  
Form S-8 POS  
May 29, 2013

---

As filed with the Securities and Exchange Commission on May 29, 2013.

Registration No. 333-151566  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

---

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

STAGE STORES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Nevada 91-1826900  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

10201 Main Street, Houston, Texas 77025  
(Address of Principal Executive Offices) (Zip Code)

STAGE STORES, INC. NONQUALIFIED DEFERRED COMPENSATION  
PLAN  
(Full Title of the Plan)

Edward J. Record  
Chief Operating Officer  
10201 Main Street,  
Houston, Texas 77025  
(Name and Address of Agent For Service)  
(800) 579-2302  
(Telephone Number, Including Area Code, of Agent For Service )

Copies to:  
Philip B. Sears, Esq.  
McAfee & Taft, P.C.  
211 North Robinson  
Oklahoma City, OK  
73102

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  Smaller reporting company   
(Do not check if a smaller reporting company)



Explanatory Note

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (No. 333-151566), which was originally filed with the Securities and Exchange Commission on June 10, 2008 (the "Registration Statement"), is being filed for the sole purpose of replacing Exhibit 4.4 (Stage Stores, Inc. Nonqualified Deferred Compensation Plan As Amended and Restated effective June 5, 2008) and Exhibit 24.1 (Power of Attorney) with an amended and restated Exhibit 4.4 (Stage Stores, Inc. Nonqualified Deferred Compensation Plan As Amended and Restated effective April 1, 2013) and an updated Exhibit 24.1 (Power of Attorney). Neither the amount or characteristics of the Deferred Compensation Obligations and Shares registered nor the "Description of Securities" disclosure set forth in Part II. Item 4 Description of Securities in the Registration Statement are being changed or otherwise affected by the amended and restated Exhibit 4.4 and no other changes to the Registration Statement are being made.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-151566 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 29, 2013.

STAGE STORES, INC.

By: /s/ Michael L. Glazer

Michael L. Glazer  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No.1 to Registration Statement No. 333-151566 has been signed below by the following persons in the capacities indicated on May 29, 2013.

/s/ Michael L. Glazer

Michael L. Glazer  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Oded Shein

Oded Shein  
Executive Vice President and Chief Financial  
Officer  
(Principal Financial Officer)

/s/ Richard E. Stasyszen

Richard E. Stasyszen  
Senior Vice President, Finance and Controller  
(Principal Accounting Officer)

*	Director	*	Director
Alan J. Barocas		Lisa R. Kranc	

*	Director	*	Director
Diane M. Ellis		William J. Montgoris	

<u>/s/ Michael L. Glazer</u>	Director	*	Director
Michael L. Glazer		C. Clayton Reasor	

*	Director	*	Director
Gabrielle E. Greene		David Y. Schwartz	

*	Director	*	Director
Earl J. Hesterberg		Ralph P. Scozzafava	

(Constituting a majority of the Board of  
Directors)

\*By: /s/ Edward J.  
Record

Edward J.  
Record  
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
<u>4.1</u>	<u>Amended and Restated Articles of Incorporation of Stage Stores, Inc. dated June 7, 2007 are incorporated by reference to Exhibit 3.1 of Stage Stores' Quarterly Report on Form 10-Q (Commission File No. 1-14035) filed September 12, 2007</u>
<u>4.2</u>	<u>Amended and Restated Bylaws of Stage Stores, Inc. dated March 28, 2007 are incorporated by reference to Exhibit 3.3 of Stage Stores' Annual Report on Form 10-K (Commission File No. 1-14035) filed April 3, 2007</u>
<u>4.3</u>	<u>Form of Common Stock Certificate of Stage Stores, Inc. is incorporated by reference to Exhibit 4.1 of Stage Stores' Registration Statement on Form 10 (Commission File No. 000-21011) filed October 29, 2001</u>
<u>4.4*</u>	<u>Stage Stores, Inc. Nonqualified Deferred Compensation Plan As Amended and Restated effective April 1, 2013</u>
<u>5.1#</u>	<u>Opinion of McAfee &amp; Taft A Professional Corporation</u>
<u>23.1#</u>	<u>Consent of Deloitte &amp; Touche LLP</u>
<u>23.2#</u>	<u>Consent of McAfee &amp; Taft A Professional Corporation (included as part of Exhibit 5.1)</u>
<u>24.1*</u>	<u>Power of Attorney</u>

---

\* Filed electronically herewith.

# Previously filed.