

BLUEFLY INC
Form 8-K
May 02, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 1, 2013

BLUEFLY, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-14498	13-3612110
(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. Employer Identification No.)

42 West 39th Street, New York, New York 10018

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 944-8000**

(1)N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01 Other Events.

While Bluefly, Inc. (the “Company”) continues to be in active discussions regarding a strategic transaction, the consideration payable to shareholders is expected to be minimal. We currently have sufficient funds to support our operations until the anticipated closing date of the transaction. There can be no assurance that the proposed transaction can be consummated.

This Form 8-K may include statements that constitute “forward-looking statements,” usually containing the words “believe,” “project,” “expect” or similar expressions. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. The risks and uncertainties are detailed from time to time in reports filed by the Company with the Securities and Exchange Commission, including Forms 8-K, 10-Q and 10-K. These risks and uncertainties include, but are not limited to, the following: we do not have a binding agreement regarding the consummation of any strategic transaction and there can be no assurance that a definitive agreement regarding a strategic transaction can be reached or consummated; the Company’s limited capital; the Company’s history of losses and anticipated future losses; the risk of default by us under our credit facility and the consequences that might arise from us having granted a lien on substantially all of our assets under that agreement; the dependence on third parties and certain relationships for certain services, and our dependence on our third-party web hosting, fulfillment and customer service centers; and our dependence upon executive personnel who do not have long-term employment agreements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BLUEFLY, INC.

(Registrant)

Date: May 2, 2013 By: /s/ James Gallagher
Name: James Gallagher
Title: Chief Financial Officer