

BLUE NILE INC
Form S-8
February 28, 2011

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As filed with the Securities and Exchange Commission on February 28, 2011

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Blue Nile, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

91-1963165

(I.R.S. Employer Identification No.)

705 Fifth Avenue South, Suite 900, Seattle, WA 98104

(Address of principal executive offices and zip code)

**2004 Equity Incentive Plan
2004 Non-Employee Directors Stock Option Plan**

(Full titles of the plans)

Vijay Talwar

Chief Financial Officer

Blue Nile, Inc.

705 Fifth Avenue South, Suite 900

Seattle, WA 98104

Tel: (206) 336-6700

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

Copies to:

Michael E. Tenta

Cooley llp

Five Palo Alto Square

3000 El Camino Real

Palo Alto, CA 94306

(650) 843-5000

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$.001 per share, to be issued under the 2004 Equity Incentive Plan and the Third Amended and Restated 2004 Non-Employee Directors Stock Option Plan	741,941 shares	\$ 52.52	\$38,966,742	\$4,524.04

- (1) This Registration Statement shall cover any additional shares of common stock which become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act of 1933, as amended (the Securities Act). The offering price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's common stock as reported on the NASDAQ Stock Market LLC on February 23, 2011, for (i) 726,941 shares reserved for future grant pursuant to the Registrant's 2004 Equity Incentive Plan and (ii) 15,000 shares issuable pursuant to the Registrant's Third Amended and Restated 2004 Non-Employee Directors Stock Option Plan.
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**EXPLANATORY NOTE PURSUANT TO
GENERAL INSTRUCTION E TO FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 741,941 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2004 Equity Incentive Plan and Third Amended and Restated 2004 Non-Employee Directors' Stock Option Plan.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8**

The contents of Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on May 20, 2004 (File No. 333-115700), April 8, 2005 (File No. 333-123962), March 20, 2006 (File No. 333-132588), March 16, 2007 (File No. 333-141379), February 28, 2008 (File No. 333-149444), March 6, 2009 (File No. 333-157734) and February 25, 2010 (File No. 333-165067) are incorporated by reference herein.

EXHIBITS

Exhibit Number	Description
4.1(1)	Amended and Restated Certificate of Incorporation of Blue Nile, Inc.
4.2(2)	Amended and Restated Bylaws of Blue Nile, Inc.
4.3(3)	Specimen Stock Certificate.
5.1	Opinion of Cooley llp.
23.1	Consent of Deloitte & Touche llp.
23.2	Consent of Cooley llp (included in Exhibit 5.1).
24.1	Power of Attorney is contained in the signature pages to this Registration Statement.
99.1.1(4)	Blue Nile, Inc. 2004 Equity Incentive Plan.
99.1.2(5)	Form of Stock Option Agreement pursuant to the Blue Nile, Inc. 2004 Equity Incentive Plan.
99.1.3(6)	Form of Stock Grant Notice pursuant to the Blue Nile, Inc. 2004 Equity Incentive Plan.
99.1.4(7)	Form of Restricted Stock Unit Grant Notice and Form of Award Agreement under the Blue Nile, Inc. 2004 Equity Incentive Plan.
99.2.1(8)	Third Amended and Restated 2004 Non-Employee Directors' Stock Option Plan.
99.2.2(9)	Form of Stock Option Agreement pursuant to the Blue Nile, Inc. 2004 Non-Employee Directors' Stock Option Plan.
(1)	Previously filed as Exhibit 3.1 to Blue Nile, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended July 4, 2004 (No. 000-50763), as filed with the Securities and Exchange Commission on August 6, 2004, and incorporated by reference herein.
(2)	

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Previously filed as Exhibit 3.2 to Blue Nile, Inc. s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on November 9, 2009, and incorporated by reference herein.

- (3) Previously filed as Exhibit 4.2 to Blue Nile, Inc. s Registration Statement on Form S-1/A (No. 333-113494), as filed with the Securities and Exchange Commission on May 4, 2004, as amended, and incorporated by reference herein.
 - (4) Previously filed as Exhibit 10.4.1 to Blue Nile, Inc. s Registration Statement on Form S-1/A (No. 333-113494), as filed with the Securities and Exchange Commission on April 19, 2004, as amended, and incorporated by reference herein.
 - (5) Previously filed as Exhibit 10.4.2 to Blue Nile, Inc. s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 25, 2005, and incorporated by reference herein.
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- (6) Previously filed as Exhibit 10.1 to Blue Nile, Inc. s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on December 13, 2004, and incorporated by reference herein.
 - (7) Previously filed as Exhibit 10.4.4 to Blue Nile, Inc. s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 5, 2009, and incorporated by reference herein.
 - (8) Previously filed as Exhibit 10.1 to Blue Nile, Inc. s Quarterly Report on Form 10-Q (No. 000-50763), as filed with the Securities and Exchange Commission on November 7, 2008, and incorporated by reference herein.
 - (9) Previously filed as Exhibit 10.2.2 to Blue Nile, Inc. s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 25, 2005, and incorporated by reference herein.
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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 City of Seattle, State of Washington, on February 28, 2011.

Blue Nile, Inc.

By: /s/ Vijay Talwar
 Vijay Talwar
 Senior Vice President and General
 Manager of
 International and Chief Financial
 Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Diane M. Irvine and Vijay Talwar, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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.

Signature	Title	Date
/s/ Diane M. Irvine Diane M. Irvine	Chief Executive Officer, President, and Director (<i>Principal Executive Officer</i>)	February 28, 2011
/s/ Vijay Talwar Vijay Talwar	Senior Vice President and General Manager of International and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	February 28 2011
/s/ Mark C. Vadon Mark C. Vadon	Executive Chairman and Director	February 25, 2011
/s/ W. Eric Carlborg W. Eric Carlborg	Director	February 24, 2010

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Signature	Title	Date
/s/ Leslie Lane Leslie Lane	Director	February 24, 2011
/s/ Ned Mansour Ned Mansour	Director	February 28, 2011
/s/ Michael Potter Michael Potter	Director	February 22, 2011
/s/ Steve Scheid Steve Scheid	Director	February 20, 2011
/s/ Mary Alice Taylor Mary Alice Taylor	Director	February 24, 2011

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