

DICKS SPORTING GOODS INC

Form S-8 POS

August 28, 2003

As filed with the Securities and Exchange Commission on August 28, 2003

Registration No. 333-100656

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

DICK S SPORTING GOODS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or
organization)

16-1241537
(I.R.S. Employer
Identification Number)

**200 Industry Drive, RIDC Park West
Pittsburgh, Pennsylvania 15275**
(Address of Principal Executive Offices)

**1992 Stock Option Plan
Employee Stock Purchase Plan**
(Full title of the plan)

Copies of all communications to:

Edward W. Stack
Chairman and Chief Executive Officer
Dick s Sporting Goods, Inc.
200 Industry Drive
RIDC Park West
Pittsburgh, Pennsylvania 15275
(412) 809-0100

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

Lewis U. Davis, Jr., Esquire
Buchanan Ingersoll Professional
Corporation
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, Pennsylvania 15219-1410
(412) 562-8800

The sole purpose of this filing is to file Exhibit 4.1 to reflect certain administrative changes made to Dick's Sporting Goods, Inc.'s 1992 Stock Plan. There have been no changes to the Registration Statement. Pursuant to Rule 462(d) under the Securities Act of 1933, as amended, this post-effective amendment is effective upon the filing of this Registration Statement with the Commission.

INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

Dick's Sporting Goods, Inc., a Delaware corporation (the "Company"), hereby incorporates by reference into this Registration Statement the information contained in the Company's earlier Registration Statement, File No. 333-100656 relating to the Company's 1992 Stock Option Plan and Employee Stock Purchase Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following is a list of exhibits filed as part of this Registration Statement.

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
3.1	Amended and Restated Certificate of Incorporation	Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-8, File No. 333-100656
3.2	Amended and Restated Bylaws	Incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, File No. 333-96587
4.1	Registrant's 1992 Stock Option Plan	Filed herewith
5.1	Opinion of Buchanan Ingersoll Professional Corporation regarding legality of the securities being registered	Incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-8, File No. 333-100656
23.1	Independent Auditors' Consent	Filed herewith
23.2	Consent of Buchanan Ingersoll Professional Corporation	(included in its opinion incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-8, File No. 333-100656)
24.1	Power of Attorney	Incorporated by reference to the signature page of the Registrant's Registration Statement on Form S-8, File No. 333-100656

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Pittsburgh, Commonwealth of Pennsylvania, on this 20th day of August, 2003.

DICK S SPORTING GOODS, INC.

By: /s/ Edward W. Stack

Edward W. Stack
Chairman of the Board
and Chief Executive Officer

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

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
/s/ Edward W. Stack _____ Edward W. Stack	Chairman of the Board, Chief Executive Officer and Director	August <u>20th</u> , 2003
/s/ William J. Colombo _____ William J. Colombo	President and Director	August <u>20th</u> , 2003
/s/ Michael F. Hines _____ Michael F. Hines	Chief Administrative Officer and Chief Financial Officer (principal financial and accounting officer)	August <u>20th</u> , 2003
/s/ David I. Fuente _____ David I. Fuente	Director	August <u>20th</u> , 2003
/s/ Walter Rossi _____ Walter Rossi	Director	August <u>20th</u> , 2003
/s/ Lawrence J. Schorr _____ Lawrence J. Schorr	Director	August <u>20th</u> , 2003
_____ Steve E. Lebow	Director	August ____, 2003

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