DICKS SPORTING GOODS INC
Form SC 13G/A
February 13, 2008

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden hours per response...10.4

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

## SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*
Dick s Sporting Goods, Inc.
(Name of Issuer)
Common Stock, par value $\$ .01$ per share
(Title of Class of Securities)
253393102
(CUSIP Number)
February 14, 2008
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
o Rule 13d-1(b)
o Rule 13d-1(c)
p Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person sinitial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2
(a) o
(b) o

SEC USE ONLY
3

## CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

SOLE VOTING POWER
5
NUMBER OF $29,350,260^{1}$

SHARES SHARED VOTING POWER
BENEFICIALLY 6
OWNED BY 0

EACH SOLE DISPOSITIVE POWER
REPORTING
PERSON
28,950,260²

WITH: SHARED DISPOSITIVE POWER 8

3

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
Edward W. Stock - 29,350,260 ${ }^{12}$
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11
25.7\%

## TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

## IN

1 Represents 280
shares of common stock
and 22,725,380
shares of Class B
common stock
beneficially
owned by
Mr. Stack,
400,000 shares
of Class B
common stock,
for which
Mr. Stack
maintains sole
voting, but not
dispositive
power (see
footnote 2),
12,100 shares of common stock
held by
Mr. Stack s minor
children, for
which Mr. Stack
disclaims
beneficial
ownership, and
6,212,500 shares
of common stock
subject to
options that are
currently
exercisable, or
that will become
exercisable, within 60 days of the filing of this report. All amounts reflect the two-for-one stock split effectuated by Dick s Sporting Goods, Inc. in October 2007.

Each share of Class B common stock is
convertible into a share of common stock at any time at the option of the holder. The Class B common stock is also automatically convertible into common stock under certain circumstances. Holders of Class B common stock are entitled to 10 votes for each share of Class B common stock held of record on all matters submitted to a vote of stockholders, including election of directors. For a full description of the rights of the Class B common stock see Description of Capital Stock in Dick s Sporting Goods, Inc. s

Registration
Statement, as amended, on
Form S-1 (File
No. 333-96587).
2 Edward W.
Stack maintains
sole voting
power, but not dispositive
power, with
respect to
400,000 shares
of Class B
common stock held by Richard T. Stack.

3 On December 4, 2007, Mr. Stack amended an option held by his brother Martin Stack.
The option, as amended, is exercisable beginning December 2, 2009, and for thirty-six months thereafter, for 759,800 shares of common stock. The option is exercisable at $75 \%$ of the then per share market price on the date of exercise. Market price means the mean between the high and low prices of the common stock on the national
securities
exchange on the day on which the
option is
exercised, if the common stock is then being traded on a national securities
exchange, and if the common
stock is then
being traded on
such an
exchange but
there are no sales
on such day, the market price
shall be deemed
to be the mean
between the high
and low prices of the common
stock on the national
securities
exchange on the day on which the most recent sales occurred prior to the date of exercise; and if the common stock is not then traded on such an exchange, then the market price shall be deemed to be the mean between the high and low bid and asked
prices for the common stock on the over-the-counter market on the day on which the option is exercised.

# SECURITIES AND EXCHANGE COMMISSION <br> Washington, DC 20549 <br> Schedule 13G/A <br> Under the Securities Exchange Act of 1934 

Item 1(a). Name of issuer:
Dick s Sporting Goods, Inc.
Item 1(b). Address of issuer s principal executive offices:
300 Industry Drive, RIDC Park West
Pittsburgh, PA 15275
Item 2(a). Name of person filing:
Edward W. Stack
Item 2(b). Address of principal business office:
c/o Dick s Sporting Goods, Inc.
300 Industry Drive, RIDC Park West
Pittsburgh, PA 15275
Item 2(c). Citizenship:
United States Citizen
Item 2(d). Title of class of securities: Common Stock, par value $\$ .01$ per share. Mr. Stack also is the beneficial owner of Class B common stock, see footnotes 1 and 2.
Item 2(e). CUSIP No.: 253393102
Item 3. If this statement is being filed pursuant to Rule $13 \mathrm{~d}-1(\mathrm{~b})$ or $13 \mathrm{~d}-2(\mathrm{~b})$ or (c), check whether the person filing is a:
Not applicable.
(a) o Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the Exchange Act ).
(b) o Bank as defined in Section 3(a)(6) of the Exchange Act.
(c) o Insurance company as defined in Section 3(a)(19) of the Exchange Act.
(d) o Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the Investment Company Act ).
(e) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) of the Exchange Act.
(f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) of the Exchange Act.
(g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) of the Exchange Act.
(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act, as amended.
(i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
(j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J) of the Exchange Act.

If this statement is filed pursuant to Rule 13d-1(b), check this box. o
Item 4. Ownership
Item 4(a). Amount beneficially owned:
Edward W. Stack 29,350,260 ${ }^{1}$
Item 4(b). Percent of class: $25.7 \%$
Item 4(c) Number of shares as to which such person has:
(i) sole power to vote or to direct the vote: $29,350,260^{1,2}$
(ii) shared power to vote or to direct the vote: 0
(iii) sole power to dispose or to direct the disposition of: $28,950,260^{2}$
(iv) shared power to dispose or to direct the disposition
of:

1 Represents 280
shares of
common stock
and 22,725,380
shares of Class B
common stock
beneficially
owned by
Mr. Stack,
400,000 shares
of Class B
common stock, for which
Mr. Stack
maintains sole
voting, but not
dispositive
power (see
footnote 2),
12,100 shares of common stock held by
Mr. Stack s minor
children, for
which Mr. Stack
disclaims
beneficial
ownership, and

6,212,500 shares
of common stock
subject to options that are currently exercisable, or that will become exercisable, within 60 days of the filing of this report.

Each share of Class B common stock is
convertible into a share of common stock at any time at the option of the holder. The Class B common stock is also automatically convertible into common stock under certain circumstances.
Holders of Class B common stock are entitled to 10 votes for each share of
Class B common stock held of record on all matters submitted to a vote of stockholders, including election of directors. For a full description of the rights of the Class B common stock see Description of Capital Stock in Dick s Sporting Goods, Inc. s

Registration
Statement, as amended, on
Form S-1 (File
No. 333-96587).
2 Edward W.
Stack maintains
sole voting
power, but not
dispositive
power, with
respect to
400,000 shares
of Class B
common stock held by Richard T. Stack.

3 On December 4, 2007, Mr. Stack amended an option held by his brother Martin Stack.
The option, as amended, is exercisable beginning December 2, 2009, and for thirty-six months thereafter, for 759,800 shares of common stock. The option is exercisable at $75 \%$ of the then per share market price on the date of exercise. Market price means the mean between the high and low prices of the common stock on the national
securities
exchange on the day on which the
option is
exercised, if the common stock is then being traded on a national securities
exchange, and if the common
stock is then
being traded on
such an
exchange but
there are no sales
on such day, the
market price
shall be deemed
to be the mean
between the high
and low prices of
the common
stock on the
national
securities
exchange on the day on which the most recent sales occurred prior to the date of exercise; and if the common stock is not then traded on such an exchange, then the market price shall be deemed to be the mean between the high and low bid and asked prices for the common stock on the over-the-counter market on the day on which the option is exercised.
Item 5. Ownership of 5 percent or less of a class:
Not Applicable.
Item 6. Ownership of more than 5 percent on behalf of another person:
Not Applicable.

Edgar Filing: DICKS SPORTING GOODS INC - Form SC 13G/A

Item 7. Identification and classification of subsidiary which acquired the security being reported on by the parent holding company or control person:
Not Applicable.
Item 8. Identification and classification of members of the group:
Not Applicable.
Item 9. Notice of dissolution of the group:
Not Applicable.
Item 10. Certifications:
Not Applicable

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2008

By: /s/ Edward W. Stack
Edward W. Stack

