

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. 333-102385

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)

2002 Stock 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 2002 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. 333-102385 relating to the Company's 2002 Stock Plan, as amended.

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. 333-102385 |
| 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 2002 Stock 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. 333-102385 |
| 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. 333-102385) |
| 24.1 | Power of Attorney | Incorporated by reference to the signature page of the Registrant's Registration Statement on Form S-8, File No. 333-102385 |

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

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