

GART SPORTS CO  
Form S-8  
April 19, 2002

As Filed with the Securities and Exchange Commission on April 18, 2002

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

*REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933*

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# GART SPORTS COMPANY

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

84-1242802  
(I.R.S. Employer Identification No.)

1050 W. Hampden Ave.  
Englewood, Colorado 80110  
(Address of Principal Executive Offices)

Gart Sports Company 1994 Management Equity Plan  
Sportmart, Inc. Associate Stock Purchase Plan  
Sportmart, Inc. Directors Stock Option Plan  
Sportmart, Inc. Stock Option Plan  
(Full Title of Plans)

Nesa E. Hassanein, Esq.  
Gart Sports Company  
1050 W. Hampden Ave.  
Englewood, Colorado 80110  
(303) 200-5050  
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

*Copy to:*

Anthony T. Iler, Esq.  
Irell & Manella LLP  
1800 Avenue of the Stars, Suite 900  
Los Angeles, California 90067  
(310) 277-1010

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CALCULATION OF REGISTRATION FEE

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| <b>Title of each Class of Securities to be Registered</b> | <b>Amount to be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Share(2)</b> | <b>Proposed Maximum Aggregate Offering Price(2)</b> | <b>Amount of Registration Fee</b> |
|---|-----------------------------------|---|---|-----------------------------------|
| Common Stock, \$.01 par value                             | 800 shares                        | \$13.57   | \$10,856.00   | \$1.00                            |
| Common Stock, \$.01 par value                             | 240,000 shares                    | \$13.97   | \$3,352,800.00                                      | \$308.46                          |
| Common Stock, \$.01 par value                             | 7,500 shares                      | \$17.47   | \$131,025.00  | \$12.06                           |
| Common Stock, \$.01 par value                             | 90,000 shares                     | \$17.75   | \$1,597,500.00                                      | \$146.97                          |
| Common Stock, \$.01 par value                             | 10,000 shares                     | \$19.61   | \$196,100.00  | \$18.05                           |
| Common Stock, \$.01 par value                             | 401,700 shares                    | \$37.10   | \$14,903,070.00                                     | \$1,371.09                        |
| Total   | 750,000 shares                    |   | \$20,191,351.00                                     | \$1,857.63                        |

- (1) Includes an indeterminate number of shares of the Registrant's Common Stock that may be issuable by reason of stock splits, stock dividends or similar transactions.
- (2) This calculation is made solely for the purpose of determining the registration fee in accordance with Rule 457(h), as follows: (a) in the case of shares of the Registrant's Common Stock that may be issued upon the exercise of outstanding options, the fee is calculated on the basis of the price at which such options may be exercised; and (b) in the case of (i) shares of the Registrant's Common Stock issued pursuant to the Gart Sports Company 1994 Management Equity Plan and (ii) shares of the Registrant's Common Stock for which awards have not yet been granted and the option price of which is therefore unknown, the fee is calculated on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on April 17, 2002, which is \$37.10 per share.

**EXPLANATORY NOTE**

Gart Sports Company (the Company ) filed a registration statement on Form S-8 on September 13, 1999 (File Number 333-87013) (the Previous Registration ) relating to the registration of shares of common stock, \$.01 par value ( Common Stock ), of the Company in connection with the Gart Sports Company 1994 Management Equity Plan, the Sportmart, Inc. Associate Stock Purchase Plan, the Sportmart, Inc. Directors Stock Option Plan, and the Sportmart, Inc. Stock Option Plan.

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (this Registration Statement ) registers an additional 750,000 shares of Common Stock, which may be acquired pursuant to the Gart Sports Company 1994 Management Equity Plan.

The Previous Registration is hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

**PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description of Document</b>   |
|---------------------------|--|
| 5.1                       | Opinion of Nesa E. Hassanein, General Counsel of the Registrant.                           |
| 23.1                      | Consent of Deloitte & Touche LLP.  |
| 23.2                      | Consent of KPMG LLP.   |
| 23.3                      | Consent of Nesa E. Hassanein, General Counsel of the Registrant (included in Exhibit 5.1). |



**Larry D. Strutton**

**EXHIBIT INDEX**

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