

Sally Beauty Holdings, Inc.  
Form S-8 POS  
November 16, 2007

As filed with the Securities and Exchange Commission on November 16, 2007

Registration No. 333-142583

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT No. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**SALLY BEAUTY HOLDINGS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**3001 Colorado Boulevard**

**36-2257936**  
(I.R.S. Employer  
Identification No.)

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**Denton, Texas**  
(Address of Principal Executive Offices)

**76210-6802**  
(Zip Code)

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**Employee Stock Option Plan of 2003**

**Employee Stock Option Plan of 1988**

**2003 Restricted Stock Plan**

**1994 Stock Option Plan for Non-Employee Directors**

**2003 Stock Option Plan for Non-Employee Directors**

**Management Incentive Plan**

**Shareholder Value Incentive Plan**

**Sally Beauty Management Incentive Plan**

**Sally Beauty 401(k) Savings Plan**

(Full Title of the Plans)

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**Raal H. Roos**

**Senior Vice President, General Counsel and Secretary**

**SALLY BEAUTY HOLDINGS, INC.**

**3001 Colorado Boulevard**

**Denton, Texas**

**(940)-898-7500**

(Name, Address, and Telephone Number, Including Area Code, of Agent For Service)

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**TERMINATION OF REGISTRATION**

Sally Beauty Holdings, Inc. a Delaware corporation (the Company ), is filing this Post-Effective Amendment No. 1 (the Post-Effective Amendment ) in order to deregister certain of the 3,809,765 shares of the Company s common stock (the Common Stock ) and interests under the Sally Beauty 401(k) Savings Plan (the Plan ) that were originally registered pursuant to the Registration Statement on Form S-8, filed with the Securities and Exchange Commission on November 17, 2006, Registration No. 333-138830 (the Registration Statement ).

On November 16, 2007, the Company terminated the Plan feature that allowed Plan participants to invest in a fund holding shares of Common Stock. Accordingly, as of November 16, 2007, no further investments in Common Stock could be made under the Plan. This Post-Effective Amendment is being filed to deregister all Plan interests and any shares of Common Stock that have not been issued under the Plan as of the date this Post-Effective Amendment is filed.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, as amended, Sally Beauty Holdings, Inc. 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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of Denton, State of Texas, on November 16, 2007.

SALLY BEAUTY HOLDINGS, INC.

By: /s/ Raal H. Roos  
 Raal H. Roos  
 Senior Vice President, General  
 Counsel  
 and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>           | <b>Title</b>   | <b>Date</b>       |
|----------------------------|--|-------------------|
| *<br>James G. Berges       | Chairman of the Board of Directors   | November 16, 2007 |
| *<br>Gary G. Winterhalter  | President, Chief Executive Officer and<br>Director (Principal Executive Officer)                     | November 16, 2007 |
| *<br>David L. Rea          | Senior Vice President and Chief Financial<br>Officer (Principal Financial and<br>Accounting Officer) | November 16, 2007 |
| *<br>Kathleen Affeldt      | Director   | November 16, 2007 |
| *<br>Marshall E. Eisenberg | Director   | November 16, 2007 |
| *<br>Donald J. Gogel       | Director   | November 16, 2007 |
| *<br>                      | Director   | November 16, 2007 |

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Walter Metcalfe

\*

Director

November 16, 2007

Robert R. McMaster

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|   |                          |          |                   |
|---|--------------------------|----------|-------------------|
| * | John Miller              | Director | November 16, 2007 |
| * | Martha Miller de Lombera | Director | November 16, 2007 |
| * | Edward W. Rabin          | Director | November 16, 2007 |
| * | Richard J. Schnall       | Director | November 16, 2007 |

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\*By: /s/ Raal H. Roos  
Name: Raal H. Roos  
Title: Attorney-in-Fact

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the administrator of the Sally Beauty 401(k) Savings Plan, has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denton, in the State of Texas, on November 16, 2007.

SALLY BEAUTY 401(k) SAVINGS PLAN

By: /s/ Mary Steen  
Mary Steen  
Administrator