

BLUEFLY INC  
Form 10-K/A  
March 10, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K / A  
(Amendment No. 1)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2008

OR  
 TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-24821  
BLUEFLY, INC.  
(Name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-3612110  
(I.R.S. Employer Identification  
Number)

42 West 39th Street, New York,  
NY  
(Address of principal executive  
offices)

10018  
(Zip Code)

Registrant's telephone number: (212) 944-8000

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class Common stock, par value \$.01 per share	Name of Exchange on Which Registered The Nasdaq Stock Market LLC
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Securities registered under Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained in this form, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer or a smaller reporting company. See the definitions of "larger accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).      Yes       No

As of February 27, 2009, there were 13,831,950 shares of Common Stock, \$.01 par value, of the registrant outstanding. The aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 30, 2008, based upon the last sale price of such equity reported on the Nasdaq Capital Market, was approximately \$8.3 million.

#### DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Part III of Form 10-K is incorporated by reference to the Registrant's proxy statement for the 2009 Annual Stockholders Meeting, which will be filed with the Securities and Exchange Commission.

EXPLANATORY NOTE

This Amendment No. 1 to the annual report on Form 10-K of Bluefly, Inc. (the “Company”) for the year ended December 31, 2008, originally filed on March 5, 2009, is being filed to correct a typographical error in the listing on the cover page of the number of shares of Common Stock outstanding as of February 27, 2009. The correct number of shares outstanding as of such date is 13,831,950, as indicated on the cover page of this Amendment No. 1.

This Amendment No. 1 does not reflect events occurring after March 5, 2009 and does not update or modify in any way the results of operations, financial position, cash flows or other disclosures in the Company’s Form 10-K filed on March 5, 2009.

As required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment No. 1 to the Company’s Form 10-K under Item 15 of Part IV.

INDEX

	Page
	Part IV.
Item 15.	Exhibits and Financial Statement Schedules 3
Signatures	4

PART IV.

Item 15. Exhibits and Financial Statement Schedules

(a) (3)

Exhibits:

Exhibit No.

Description

31.1 Certification Pursuant to Rule 13a-14(a)/15d-14(a).

31.2 Certification Pursuant to Rule 13a-14(a)/15d-14(a).

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BLUEFLY, INC.

By /s/ Melissa Payner-Gregor  
Melissa Payner-Gregor  
Chief Executive Officer

March 10, 2009

4

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