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BLUEFLY INC
Form S-8 POS
June 13, 2007

As filed with the Securities and Exchange Commission on June 13, 2007
Registration No. 333-124567

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

BLUEFLY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-3612110
(I.R.S. Employer
Identification No.)

42 West 39th Street
New York, New York
(Address of Principal Executive Offices)

10018
(Zip Code)

BLUEFLY, INC. 2005 STOCK INCENTIVE PLAN
(Full title of the plan)

MELISSA PAYNER-GREGOR
Chief Executive Officer and President
Bluefly, Inc.
42 West 39th Street
New York, New York 10018
(212) 944-8000

RICHARD A. GOLDBERG, ESQ.
Dechert LLP
30 Rockefeller Plaza
New York, New York 10112
(212) 698-3500

(Name, address and telephone number, including area code, of agents for service)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED (1) (2) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3) | AMOUNT OF REGISTRATION FEE |
|--|---------------------------------------|--|--|----------------------------------|
| Common Stock, par value \$.01 per share | 5,000,000 shares | \$ 1.05 | \$ 5,250,000.00 | \$ 161.18 |

(1) Pursuant to Rule 416, this Registration Statement also covers such additional securities as may become issuable to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) The securities registered hereby represent an addition to the 12,886,473 shares of common stock issuable under the Bluefly, Inc. 2005 Stock Incentive Plan, the offer and sale of which were previously registered pursuant to this Registration Statement.

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- (3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act of 1933, as amended (the "Act"), solely for the purpose of calculation of the registration fee, based on the average of the high and low price for shares of common stock, par value \$.01 per share, of the Registrant on the Nasdaq Capital Market on June 1, 2007 (\$1.05).

EXPLANATORY NOTES

This Amendment No.1 to Registration Statement on Form S-8 is being filed to register an additional 5,000,000 shares of the Registrant's common stock, \$.01 par value per share ("Common Stock"), issuable pursuant to the Registrant's 2005 Stock Incentive Plan (as amended to date, the "Plan"). The contents of the Registration Statement on Form S-8 (File No. 333-124567), filed with the Commission on May 3, 2005, are incorporated herein by reference.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Table with 2 columns: Exhibit Number, Description. Rows include 4.1 Bluefly, Inc. 2005 Stock Incentive Plan, 5.1 Opinion of Dechert LLP, 23.1 Consent of Pricewaterhouse Coopers LLP, 23.2 Consent of Dechert LLP (contained in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on this 13th day of June, 2007.

BLUEFLY, INC.

By: /s/ Melissa Payner-Gregor

Melissa Payner-Gregor
President, Chief Executive Officer
and Director

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Titles | Date |
|---|--|---------------|
| /s/ Melissa Payner-Gregor ----- Melissa Payner-Gregor | President, Chief Executive Officer and Director (Principal Executive Officer) | June 13, 2007 |
| /s/ Patrick C. Barry ----- Patrick C. Barry | Chief Operating Officer and Chief Financial Officer (Principal Financial & Accounting Officer) | June 13, 2007 |
| /s/ Barry Erdos ----- Barry Erdos | Director | June 13, 2007 |
| /s/ Michael Gross ----- Michael Gross | Director | June 13, 2007 |
| /s/ Ann Jackson ----- Ann Jackson | Director | June 13, 2007 |
| /s/ Martin Miller ----- Martin Miller | Director | June 13, 2007 |
| /s/ Neal Moszkowski ----- Neal Moszkowski | Director | June 13, 2007 |
| /s/ Christopher G. McCann ----- Christopher G. McCann | Director | June 13, 2007 |
| /s/ Alex Rafal ----- Alex Rafal | Director | June 13, 2007 |
| /s/ David Wassong ----- David Wassong | Director | June 13, 2007 |

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EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 4.1 | Bluefly, Inc. 2005 Stock Incentive Plan, as amended to date (incorporated by reference to the Company's Definitive Proxy Statement for its 2007 Annual Meeting of Stockholders, filed |

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with the Securities and Exchange Commission on April 16, 2007).

5.1
23.1
23.2

Opinion of Dechert LLP.

Consent of Pricewaterhouse Coopers LLP

Consent of Dechert LLP (contained in Exhibit 5.1).

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