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NEIMAN MARCUS GROUP INC
 Form S-8
 April 13, 2001

1

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER THE
 SECURITIES ACT OF 1933

THE NEIMAN MARCUS GROUP, INC.
 (Exact Name of Registrant as Specified in Its Charter)

| | |
|---|---|
| Delaware | 95-4119509 |
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |

27 Boylston Street, Chestnut Hill, MA 02467
 (Address of Principal Executive Offices)

THE NEIMAN MARCUS GROUP, INC. 1997 INCENTIVE PLAN
 (Full Title of the Plan)

ERIC P. GELLER, ESQ.
 Senior Vice President and General Counsel
 27 Boylston Street
 Chestnut Hill, MA 02467
 (Name and Address of Agent for Service)

617-232-8200
 (Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registrat Fee (3) |
|---|-------------------------------|--|---|-----------------------------------|
| Class A Common Stock | 2,400,000 shares | \$ 31.21 | \$ 74,904,000 | \$ 18,726 |

1. This estimate is made solely for the purpose of determining the registration fee pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933, as amended, (the "Securities Act") based upon \$31.21, the average of the high and low prices of the Class A Common Stock of the Registrant on April 10, 2001, as reported on the New York Stock Exchange.

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2. Estimate solely for the purpose of calculating the registration fee.

3. The registration fee has been calculated pursuant to Section 6(b) of the Securities Act.

2

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The contents of the Registrant's Registration Statement on Form S-8, previously filed with the Securities and Exchange Commission (File No. 333-35829) are hereby incorporated by reference. This Registration Statement registers additional securities of the same class as the securities registered by such prior registration statement, and the securities registered hereby will be issued pursuant to the Incentive Plan referred to in such prior registration statement.

ITEM 8. EXHIBITS

See Exhibit Index immediately following the signature page.

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newton, Commonwealth of Massachusetts, on April 13, 2001.

THE NEIMAN MARCUS GROUP, INC.

By: /s/ Robert A. Smith

Robert A. Smith
Co-Chief Executive Officer

By: /s/ Brian J. Knez

Brian J. Knez
Co-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 date indicated.

SIGNATURES

| Name | Title | Date |
|-------|-------|-------|
| ----- | ----- | ----- |

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PRINCIPAL EXECUTIVE OFFICERS:

/s/ Robert A. Smith Co-Chief Executive Officer April 13, 2001

Robert A. Smith

/s/ Brian J. Knez Co-Chief Executive Officer April 13, 2001

Brian J. Knez

PRINCIPAL FINANCIAL OFFICER:

/s/ John R. Cook Senior Vice President and April 13, 2001

John R. Cook Chief Financial Officer

PRINCIPAL ACCOUNTING OFFICER:

/s/ Catherine N. Janowski Vice President and Controller April 13, 2001

Catherine N. Janowski

4

DIRECTORS:

/s/ John R. Cook April 13, 2001

John R. Cook

/s/ Matina S. Horner April 13, 2001

Matina S. Horner

/s/ Brian J. Knez April 13, 2001

Brian J. Knez

/s/ Vincent M. O'Reilly April 13, 2001

Vincent M. O'Reilly

/s/ Walter J. Salmon April 13, 2001

Walter J. Salmon

/s/ Richard A. Smith April 13, 2001

Richard A. Smith

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/s/ Robert A. Smith

April 13, 2001

Robert A. Smith

5

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 4(a) | Restated Certificate of Incorporation of the Company, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 1999. |
| 4(b) | Certificates of Designation with respect to Series A Junior Participating Preferred Stock, Series B Junior Participating Preferred Stock and Series C Junior Participating Preferred Stock, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 1999. |
| 4(c) | By-Laws of the Company, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 1999. |
| 5 | Opinion of Eric P. Geller, Esq., Senior Vice President and General Counsel of The Neiman Marcus Group, Inc. |
| 23.1 | Consent of Deloitte and Touche LLP. |
| 23.2 | Consent of Eric P. Geller, Esq. (Contained in Exhibit 5) |
| 99 | The Neiman Marcus Group, Inc. 1997 Incentive Plan, as amended, incorporated herein by reference to the Registrant's Quarterly Report on Form 10Q for the quarter ended January 29, 2000. |