

DILLARDS INC  
Form S-8  
March 06, 2015

Registration No. 333-\_\_\_\_\_

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DILLARD'S, INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or  
organization)

71-0388071  
(I.R.S. Employer  
Identification No.)

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1600 CANTRELL ROAD  
LITTLE ROCK, ARKANSAS 72201  
501-376-5200  
(Address of Principal Executive Offices)

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DILLARD'S, INC. INVESTMENT & EMPLOYEE STOCK OWNERSHIP PLAN  
(formerly, the Dillard Department Stores, Inc. Retirement Plan)  
(Full title of the plan)

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Dean L. Worley  
Vice President, General Counsel, Secretary  
Dillard's, Inc.  
1600 Cantrell Road  
Little Rock, Arkansas 72201  
501-376-5200  
(Name, address, and telephone number, including area code, of agent for service)

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With a copy to:

Daniel L. Heard  
Kutak Rock LLP  
124 West Capitol, Suite 2000  
Little Rock, Arkansas 72201  
501-975-3000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Securities Exchange Act of 1934.

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Large accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
 Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount Of Registration Fee (3)
Class A Common Stock, par value \$.01 per share	3,000,000 shares	\$130.66	\$391,980,000	\$45,548.08

(1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), the number of shares of Class A Common Stock registered hereunder includes such indeterminate number of additional shares of Class A Common Stock as may be offered or issued in the future to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Dillard's, Inc. Investment & Employee Stock Ownership Plan.

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, based upon the average of the high and low sales prices of the shares of the registrant's Class A Common Stock as reported on the New York Stock Exchange on March 3, 2015.

(3) Calculated pursuant to Section 6(b) of the Securities Act by multiplying .0001162 by the proposed maximum aggregate offering price (as computed in accordance with Rule 457 under the Securities Act solely for the purpose of determining the registration fee of the securities registered hereby).

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 3,000,000 shares of Class A Common Stock, par value \$0.01 per share, of Dillard's, Inc. (the "Company" or the "Registrant") to be issued pursuant to the Dillard's, Inc. Investment & Employee Stock Ownership Plan (formerly, the Dillard Department Stores, Inc. Retirement Plan) (the "Plan"). Accordingly, the contents of the earlier registration statement on Form S-8 (File No. 333-167937) filed with the United States Securities and Exchange Commission (the "Commission") on July 1, 2010 are incorporated by reference in this Registration Statement to the extent not modified hereby.

## Part II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents previously filed or furnished by the Company or the Plan with the Commission are incorporated by reference herein:

The Company's annual report on Form 10-K for the fiscal year ended February 1, 2014 and filed on March 27, (a) 2014, and the Plan's annual report on Form 11-K for the fiscal year ended December 31, 2013 and filed on June 3, 2014;

The Company's quarterly reports for the periods ended May 3, 2014, August 2, 2014 and November 1, 2014, filed (b) on June 5, 2014, September 4, 2014 and December 1, 2014, respectively, and its periodic reports on Form 8-K filed on April 2, 2014, May 21, 2014, August 22, 2014 and November 21, 2014; and

The description of the Company's Class A Common Stock contained in the Registration Statement on Form 8-A (c) filed with the Commission on June 8, 1989, and any amendment or report filed with the Commission for the purpose of updating such description.

All documents subsequently filed by the Company or the Plan pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is, or is deemed to be, incorporated by reference modifies or supersedes such statement. Any statement modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

#### Item 8. Exhibits.

See attached exhibit index following the signature page, which is incorporated herein by reference.

SIGNATURES

The Registrant. 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, this 6<sup>th</sup> day of March, 2015.

DILLARD'S, INC.

By: /s/ Dean L. Worley  
 Name: Dean L. Worley  
 Title: Vice President, General Counsel, Secretary

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 date indicated.

SIGNATURE	TITLE	DATE
* William Dillard, II (Principal Executive Officer)	Chief Executive Officer and Director	March 6, 2015
/s/ Chris B. Johnson Chris B. Johnson (Co-Principal Financial Officer)	Principal Vice President	March 6, 2015
/s/ Phillip R. Watts Phillip R. Watts (Principal Accounting Officer and Co-Principal Financial Officer)	Principal Vice President	March 6, 2015
* Alex Dillard	President and Director	March 6, 2015
* Mike Dillard	Executive Vice President and Director	March 6, 2015
* Drue Matheny	Executive Vice President and Director	March 6, 2015
* Frank R. Mori	Director	March 6, 2015

*	Director	March 6, 2015
J.C.Watts, Jr.		
*	Director	March 6, 2015
Robert C. Connor		
*	Director	March 6, 2015
Nick White		
*	Director	March 6, 2015
Warren A. Stephens		
*	Director	March 6, 2015
H. Lee Hastings, III		
*	Director	March 6, 2015
Reynie Rutledge		
*	Director	March 6, 2015
James I. Freeman		

\*By: /s/ Dean L. Worley

Dean L. Worley, Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, this 6<sup>th</sup> day of March, 2015.

DILLARD'S, INC. INVESTMENT & EMPLOYEE  
STOCK OWNERSHIP PLAN

By: /s/ Dean L. Worley  
Name: Dean L. Worley  
Title: Administrator

EXHIBIT INDEX

Number	Description
5.1	Opinion of Kutak Rock, LLP.
5.2	In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5) of Regulation S-K, the Company hereby confirms that it has submitted the Plan and undertakes that it will submit all amendments thereto to the Internal Revenue Service (the "IRS") in a timely manner, and that it has made or will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.
23.1	Consent of Kutak Rock, LLP (included in the opinion filed as Exhibit 5.1).
23.2	Consent of KPMG LLP.
23.3	Consent of Crowe Horwath LLP.
24.1	Power of Attorney (filed herewith).