

1 800 CONTACTS INC
Form S-8
September 01, 2004

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As filed with the Securities and Exchange Commission on September 1, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8 REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

1-800 CONTACTS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

87-0571643
(I.R.S. Employer Identification No.)

66 E. Wadsworth Park Drive
Draper, Utah
(Address of principal executive offices)

84020
(Zip Code)

1-800 CONTACTS, INC. 2004 STOCK INCENTIVE PLAN
(Full Title of the Plan)

R. Joe Zeidner
Chief Legal Officer and General Counsel
1-800 CONTACTS, INC.
66 E. Wadsworth Park Drive
Draper, Utah 84020
(801) 924-9800
(Name, address and telephone number, including area code, of agent for service)

Copy to:

Dennis M. Myers, Esq.
Kirkland & Ellis LLP
200 E. Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered

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	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	350,000 shares	\$13.94	\$4,879,000	\$619

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) of the Securities Act, on the basis of the average high and low prices of the Registrant's common stock on August 30, 2004, as reported by the Nasdaq National Market.

(3) Pursuant to Rule 429 of the Securities Act, a combined prospectus, relating to the 350,000 shares registered hereby and 620,000 shares registered pursuant to the registration statement filed on July 19, 2002 (Registration No. 333-96765) and the 521,140 (such number has subsequently been increased to 1,042,280 as a result of a subsequent 2-for-1 stock split) shares registered pursuant to the registration statement filed on August 11, 1998 (Registration No. 333-61205), will be delivered to plan participants in accordance with Form S-8 and Rule 428 of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 incorporates by reference the Registration Statement on Form S-8 filed by us on August 11, 1998 (Registration No. 333-61205) (the "Original Filing"). Any items in the Original Filing not expressly changed hereby shall be as set forth in the Original Filing.

**PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Item 1. Plan Information

The documents containing the information specified in Part I will be delivered to participants in the plan covered by this registration statement, in accordance with Form S-8 and Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission ("Commission") either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this registration statement (which documents are incorporated by reference in the Section 10(a) prospectus), other documents required to be delivered to eligible employees pursuant to Rule 428(b) or additional information about the 1-800 CONTACTS, INC. 1998 Incentive Stock Option Plan are available without charge by contacting:

Aaron Meyer
Corporate Controller
1-800 CONTACTS, INC.
66 E. Wadsworth Park Drive
Draper, Utah 84020
(801) 924-9800

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The Commission allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this registration statement. The following documents which we have filed with the Commission are incorporated in this registration statement by reference:

- (a) our Annual Report on Form 10-K for the fiscal year ended January 3, 2004 (File No. 0-23633);
- (b) our Quarterly Report on Form 10-Q for the quarter ended April 3, 2004 (File No. 0-23633);
- (c) our Quarterly Report on Form 10-Q for the quarter ended July 3, 2004 (File No. 0-23633); and

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(d)

the description of our common stock, par value \$0.01 per share contained in Item 1 in our Registration Statement on Form 8-A filed with the Commission on January 20, 1998 (File No. 0-23633), including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such reports and documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

The financial statements and schedules of 1-800 CONTACTS, INC. as of December 29, 2001 and for the year then ended which appear in the January 3, 2004 Annual Report on Form 10-K of 1-800 CONTACTS, INC. which are incorporated by reference in this registration statement on Form S-8 have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto.

We have not been able to obtain, after reasonable efforts, the written consent of Arthur Andersen LLP to its being named in this Form S-8 as having certified the financial statements of the Company as of December 29, 2001 and for the one year then ended, as required by Section 7 of the Securities Act. Accordingly, you will not be able to sue Arthur Andersen LLP pursuant to Section 11(a)(4) of the Securities Act and therefore your right of recovery under that section may be limited as a result of the lack of consent.

Item 6. Indemnification of Directors and Officers.

The information contained in the Original Filing is incorporated herein by reference.

Item 7. Exemption from Registration claimed.

Not Applicable.

Item 8. Exhibits.

See the Exhibit Index located at page 6, which is incorporated herein by reference.

Item 9. Undertakings.

The information contained in the Original Filing is incorporated herein by reference.

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/s/ THOMAS H. BOGGS, JR.

Director

September 1, 2004

Thomas H. Boggs, Jr.

/s/ GARTH T. VINCENT

Director

September 1, 2004

Garth T. Vincent

INDEX TO EXHIBITS

Exhibit Number	Description
5.1	Opinion of Kirkland & Ellis LLP with respect to the legality of the shares of common stock being registered hereby.
23.1	Consent of Kirkland & Ellis LLP (included in opinion filed as Exhibit 5.1).
23.2	Consent of KPMG LLP with respect to the consolidated financial statements of the Company as of January 3, 2004 and December 28, 2002, and for each of the two years in the period ended January 3, 2004.
24	Power of Attorney (included in signature page to the registration statement).

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