

NEIMAN MARCUS GROUP INC
Form 424B3
June 08, 2006

PROSPECTUS SUPPLEMENT
(To Prospectus dated June 5, 2006)

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-133186

The Neiman Marcus Group, Inc.

Offer to Exchange

\$700,000,000 principal amount of our 9%/93/4% Senior Notes due 2015
\$500,000,000 principal amount of our 103/8% Senior Subordinated Notes due 2015

Recent Developments

We have attached to this prospectus supplement the Quarterly Report on Form 10-Q of Neiman Marcus, Inc. for the period ended April 29, 2006. The attached information updates and supplements The Neiman Marcus Group, Inc.'s Prospectus dated June 5, 2006.

You should carefully consider the risk factors beginning on page 23 of the Prospectus before investing.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

June 8, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended April 29, 2006

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file no. 333-133184-12

Neiman Marcus, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-3509435
(I.R.S. Employer
Identification No.)

**1618 Main Street
Dallas, Texas 75201**
(Address of principal executive offices)

(214) 743-7600
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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.(1).

YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

There were 900 shares of the registrant's common stock, par value \$.01 per share, outstanding at April 29, 2006.

(1) The registrant became subject to reporting requirements under the Exchange Act of 1934 on June 5, 2006.

NEIMAN MARCUS, INC.

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NEIMAN MARCUS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in thousands)	April 29, 2006 (Successor)	July 30, 2005 (Predecessor)	April 30, 2005 (Predecessor)
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 108,982	\$ 853,482	\$ 337,589
Restricted cash			37,500
Accounts receivable, net of allowance	56,744	29,886	666,455
Merchandise inventories	854,979	748,366	788,915
Other current assets	64,700	76,747	49,715
Total current assets	1,085,405	1,708,481	1,880,174
Property and equipment, net	1,045,184	855,009	821,810
Customer lists, net	554,650		
Favorable lease commitments, net	469,591		
Trademarks	1,691,155	56,645	56,645
Goodwill	1,681,021	14,872	14,872
Debt issuance costs	101,034	3,526	3,656
Other assets	31,974	22,127	62,649
Total assets	\$ 6,660,014	\$ 2,660,660	\$ 2,839,806
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	\$ 251,444	\$ 282,887	\$ 246,971
Accrued liabilities	389,756	332,937	352,526
Notes payable and current maturities of long-term liabilities	15,129	1,450	200
Current portion of borrowings under Credit Card Facility			187,500
Total current liabilities	656,329	617,274	787,197
Long-term liabilities:			
Senior secured term loan facility	1,875,000		
Senior debentures due 2028	120,663	124,823	124,820
Senior notes	700,000		
Senior subordinated notes	500,000		
Senior notes due 2008		124,957	124,953
Deferred real estate credits	11,099	86,575	74,429
Deferred income taxes	1,129,899		