

SHOE CARNIVAL INC  
Form S-8  
September 06, 2012

As filed with the Securities and Exchange Commission on September 6, 2012

Registration No. 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**SHOE CARNIVAL, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction of incorporation or  
organization)

**35-1736614**  
(I.R.S. Employer Identification No.)

**7500 East Columbia Street**

**Evansville, Indiana 47715**  
(Address of Principal Executive Offices) (Zip Code)

**SHOE CARNIVAL, INC.**

**2000 STOCK OPTION AND INCENTIVE PLAN**

(Full title of the plan)

**Mark L. Lemond**

**President and Chief Executive Officer**

**7500 East Columbia Street**

**Evansville, Indiana 47715**

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(Name and address of agent for service)

**(812) 867-6471**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Janelle Blankenship  
Faegre Baker Daniels LLP  
600 East 96th Street, Suite 600  
Indianapolis, Indiana 46240  
(317) 569-9600**

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 Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 Par Value	900,000 <sup>(1)</sup>	\$22.08 <sup>(2)</sup>	\$19,872,000 <sup>(2)</sup>	\$2,277.34 <sup>(2)</sup>

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, and similar transactions.

(2)

Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale price of the Common Stock as reported by The NASDAQ Global Select Market on September 4, 2012.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E  
OF FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"**

This Registration Statement relates to the registration of 900,000 additional shares of Common Stock, \$0.01 par value per share, of Shoe Carnival, Inc. (the "Registrant") reserved for issuance and delivery under the Registrant's 2000 Stock Option and Incentive Plan, as amended (the "2000 Plan"). The increase in the number of shares authorized to be issued under the 2000 Plan was approved by the Registrant's shareholders on June 14, 2012. The contents of the Registrant's Registration Statements on Form S-8 (Registration Nos. 333-60114, 333-117231 and 333-153421) are incorporated herein by reference pursuant to General Instruction E to the Form S-8.

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**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Evansville, State of Indiana, on this 6th day of September, 2012.

**Shoe Carnival, Inc.**

By:

/s/ Mark L. Lemond

Mark L. Lemond  
President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby authorizes Mark L. Lemond and W. Kerry Jackson, each with full power of substitution, to execute in the name and on behalf of such person any amendment to this Registration Statement, including post-effective amendments, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the Registrant deems appropriate, and appoints each of Mark L. Lemond and W. Kerry Jackson, each with full power of substitution, attorney-in-fact to sign any amendment to this Registration Statement, including post-effective amendments, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto, and other documents in connection therewith.

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 opposite their names.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. Wayne Weaver</u> J. Wayne Weaver	Chairman of the Board and Director	September 6, 2012
<u>/s/ Mark L. Lemond</u> Mark L. Lemond	President, Chief Executive Officer and Director (Principal Executive Officer)	September 6, 2012
<u>/s/ James A. Aschleman</u> James A. Aschleman	Director	September 6, 2012
<u>/s/ Kent A. Kleeberger</u> Kent A. Kleeberger	Director	September 6, 2012
<u>/s/ Gerald W. Schoor</u> Gerald W. Schoor	Director	September 6, 2012
<u>/s/ Joseph W. Wood</u> Joseph W. Wood	Director	September 6, 2012
<u>/s/ W. Kerry Jackson</u> W. Kerry Jackson	Executive Vice President Chief Financial Officer and Treasurer (Principal Financial Officer)	September 6, 2012
<u>/s/ Kathy A. Yearwood</u> Kathy A. Yearwood	Senior Vice President Controller and Chief Accounting Officer (Principal Accounting Officer)	September 6, 2012

### INDEX OF EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Restated Articles of Incorporation of Registrant. (The copy of this Exhibit filed as Exhibit 3-A to the Registrant's Annual Report on Form 10-K for the year ended February 2, 2002 is incorporated herein by reference.)
4.2	By-Laws of Registrant, as amended to date. (The copy of this Exhibit filed as Exhibit 3-B to the Registrant's Quarterly Report on Form 10-Q filed on December 9, 2010 is incorporated herein by reference.)

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- 4.3 Shoe Carnival, Inc. 2000 Stock Option and Incentive Plan, as amended and restated to reflect all amendments adopted through June 14, 2012. (The copy of this Exhibit filed as Exhibit 10-L to the Registrant's Current Report on Form 8-K filed on June 15, 2012 is incorporated herein by reference.)
  - 5.1 Opinion of Faegre Baker Daniels LLP regarding legality of the securities being registered.
  - 23.1 Consent of Deloitte & Touche LLP.
  - 23.2 Consent of Faegre Baker Daniels LLP (included in Exhibit 5.1).
  - 24.1 Power of Attorney (included on the Signature Page of this Registration Statement).
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