

BLUE NILE INC  
Form S-8  
February 27, 2012

As filed with the Securities and Exchange Commission on February 27, 2012

Registration No. 333-

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

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

**BLUE NILE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**91-1963165**  
(I.R.S. Employer Identification No.)

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**411 First Avenue South, Suite 700, Seattle, WA 98104**

(Address of principal executive offices and zip code)

**2004 Equity Incentive Plan**

**2004 Non-Employee Directors Stock Option Plan**

(Full titles of the plans)

**David Binder**

**Chief Financial Officer**

**Blue Nile, Inc.**

**411 First Avenue South, Suite 700**

**Seattle, WA 98104**

**Tel: (206) 336-6700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Michael E. Tenta**

**Cooley LLP**

**Five Palo Alto Square**

**3000 El Camino Real**

**Palo Alto, CA 94306**

**(650) 843-5000**

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

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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

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$.001 per share, to be issued under the 2004 Equity Incentive Plan and the Third Amended and Restated 2004 Non-Employee Directors Stock Option Plan	732,655 shares	\$38.16	\$27,958,115	\$3,204.00

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall cover any additional shares of common stock which become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's common stock as reported on the NASDAQ Stock Market LLC on February 17, 2012, for (i) 688,405 shares reserved for future grant pursuant to the Registrant's 2004 Equity Incentive Plan and (ii) 44,250 shares issuable pursuant to the Registrant's Third Amended and Restated 2004 Non-Employee Directors Stock Option Plan.

**EXPLANATORY NOTE PURSUANT TO**

**GENERAL INSTRUCTION E TO FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 732,655 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2004 Equity Incentive Plan and Third Amended and Restated 2004 Non-Employee Directors' Stock Option Plan.

**INCORPORATION BY REFERENCE OF CONTENTS OF**

**REGISTRATION STATEMENTS ON FORM S-8**

The contents of Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on May 20, 2004 (File No. 333-115700), April 8, 2005 (File No. 333-123962), March 20, 2006 (File No. 333-132588), March 16, 2007 (File No. 333-141379), February 28, 2008 (File No. 333-149444), March 6, 2009 (File No. 333-157734), February 25, 2010 (File No. 333-165067) and February 28, 2011 (File No. 333-172526) are incorporated by reference herein.

**EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.1(1)	Amended and Restated Certificate of Incorporation of Blue Nile, Inc.
4.2(2)	Amended and Restated Bylaws of Blue Nile, Inc.
4.3(3)	Specimen Stock Certificate.
5.1	Opinion of Cooley LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney is contained in the signature pages to this Registration Statement.
99.1.1(4)	Blue Nile, Inc. 2004 Equity Incentive Plan.
99.1.2(5)	Form of Stock Option Agreement pursuant to the Blue Nile, Inc. 2004 Equity Incentive Plan.
99.1.3(6)	Form of Stock Grant Notice pursuant to the Blue Nile, Inc. 2004 Equity Incentive Plan.
99.1.4(7)	Form of Restricted Stock Unit Grant Notice and Form of Award Agreement under the Blue Nile, Inc. 2004 Equity Incentive Plan.
99.2.1(8)	Third Amended and Restated 2004 Non-Employee Directors' Stock Option Plan.
99.2.2(9)	Form of Stock Option Agreement pursuant to the Blue Nile, Inc. 2004 Non-Employee Directors' Stock Option Plan.

- (1) Previously filed as Exhibit 3.1 to Blue Nile, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended July 4, 2004 (No. 000-50763), as filed with the Securities and Exchange Commission on August 6, 2004, and incorporated by reference herein.
- (2) Previously filed as Exhibit 3.2 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on November 9, 2009, and incorporated by reference herein.
- (3) Previously filed as Exhibit 4.2 to Blue Nile, Inc.'s Registration Statement on Form S-1/A (No. 333-113494), as filed with the Securities and Exchange Commission on May 4, 2004, as amended, and incorporated by reference herein.
- (4) Previously filed as Exhibit 10.4.1 to Blue Nile, Inc.'s Registration Statement on Form S-1/A (No. 333-113494), as filed with the Securities and Exchange Commission on April 19, 2004, as amended, and incorporated by reference herein.

- (5) Previously filed as Exhibit 10.4.2 to Blue Nile, Inc. s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 25, 2005, and incorporated by reference herein.
- (6) Previously filed as Exhibit 10.1 to Blue Nile, Inc. s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on December 13, 2004, and incorporated by reference herein.
- (7) Previously filed as Exhibit 10.4.4 to Blue Nile, Inc. s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 5, 2009, and incorporated by reference herein.
- (8) Previously filed as Exhibit 10.1 to Blue Nile, Inc. s Quarterly Report on Form 10-Q (No. 000-50763), as filed with the Securities and Exchange Commission on November 7, 2008, and incorporated by reference herein.
- (9) Previously filed as Exhibit 10.2.2 to Blue Nile, Inc. s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 25, 2005, and incorporated by reference herein.

**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 Seattle, State of Washington, on February 24, 2012.

**BLUE NILE, INC.**

By: /s/ David Binder  
David Binder  
Chief Financial Officer

By: /s/ Terri K. Maupin  
Terri K. Maupin  
Chief Accounting Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Vijay Talwar and David Binder, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Vijay Talwar	Chief Executive Officer	February 27, 2012
Vijay Talwar	<i>(Principal Executive Officer)</i>	
/s/ David Binder	Chief Financial Officer	February 24, 2012
David Binder	<i>(Principal Financial Officer)</i>	
/s/ Terri K. Maupin	Chief Accounting Officer	February 24, 2012
Terri K. Maupin	<i>(Principal Accounting Officer)</i>	

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/s/ Mark C. Vadon	Chairman of the Board of Directors	February 25, 2012
Mark C. Vadon		
/s/ W. Eric Carlborg	Director	February 23, 2012
W. Eric Carlborg		
/s/ Leslie Lane	Director	February 21, 2012
Leslie Lane		
/s/ Chris Bruzzo	Director	February 23, 2012
Chris Bruzzo		
/s/ Michael Potter	Director	February 22, 2012
Michael Potter		
/s/ Steve Scheid	Director	February 21, 2012
Steve Scheid		
/s/ Mary Alice Taylor	Director	February 26, 2012
Mary Alice Taylor		



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