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MONRO MUFFLER BRAKE INC

Form S-8

June 26, 2001

1

As filed with the Securities and Exchange Commission
on June 26, 2001

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MONRO MUFFLER BRAKE, INC.

(Exact name of registrant as specified in its charter)

New York

16-0838627

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

200 Holleder Parkway, Rochester, New York 14615

(Address of Principal Executive Offices) (Zip Code)

MONRO MUFFLER BRAKE, INC. PROFIT SHARING PLAN

(Full Title of the Plan)

Robert G. Gross
President and Chief Executive Officer
MONRO MUFFLER BRAKE, INC.
200 Holleder Parkway
Rochester, New York 14615
(716) 647-6400

(Name, Address and Telephone Number of Agent for Service)

Copy to:
Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01	No additional shares	n/a	n/a	\$0

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per share

(1) No additional shares or interests are registered on this registration statement. Reference is made to the 150,000 shares (and related interests) registered on April 7, 2000 (Registration Number 33-34290).

2

This registration statement supplements the registration statement on Form S-8 filed April 7, 2000 (Registration Number 33-34290), which is incorporated herein by reference, to include The Monro Muffler Brake, Inc. Profit Sharing Plan as an exhibit.

Item 8. Exhibits.

The following is a complete list of exhibits filed as a part of this registration statement:

Exhibit No. -----	Document -----
4.1(a)	Monro Muffler Brake, Inc. Profit Sharing Plan Defined Contribution Plan and Trust/Custodial Account
4.1(b)	Non-Standardized Adoption Agreement: Cash or Deferred Profit Sharing Plan and Trust/Custodial Account
4.1(c)	Amendment No. 1 to the Loan Policy Document for the Monro Muffler Brake, Inc. Profit Sharing Plan
4.1(d)	Amendment No. 1 to the Adoption Agreement of the Monro Muffler Brake, Inc. Profit Sharing Plan

I-1

3

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 Rochester, State of New York, on this 26th day of June, 2001.

MONRO MUFFLER BRAKE, INC.

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By: /s/ Robert G. Gross

 Robert G. Gross
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name and Signature -----	Title -----	Date -----
/s/ Robert G. Gross ----- Robert G. Gross	Director, President and Chief Executive Officer (Principal Executive Officer)	June 26, 2001
/s/ Catherine D'Amico ----- Catherine D'Amico	Senior Vice-President-Finance Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	June 26, 2001
Burton S. August, Sr.*	Director	June 26, 2001
Charles J. August*	Director	June 26, 2001
Robert W. August*	Director	June 26, 2001
Frederick M. Danziger*	Director	June 26, 2001
Jack M. Gallagher*	Director	June 26, 2001
Donald Glickman*	Director	June 26, 2001
Peter J. Solomon*	Director	June 26, 2001
Lionel B. Spiro*	Director	June 26, 2001
W. Gary Wood*	Director	June 26, 2001

*By /s/ Catherine D'Amico

 Catherine D'Amico
 as Attorney-in-Fact

II-1

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III-1