

BLUE NILE INC  
Form S-8  
February 28, 2008



**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 2004 Non-Employee Directors Stock Option Plan | 830,165 shares                    | \$42.27   | \$35,091,074.55                                     | \$1,379.08                        |

(1) 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 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 of 1933, as amended (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 25,  
2008, for  
(i) 798,665 shares  
reserved for future  
grant pursuant to  
the Registrant's  
2004 Equity  
Incentive Plan and  
(ii) 31,500 shares  
issuable pursuant  
to the Registrant's  
2004  
Non-Employee  
Directors' Stock  
Option Plan.

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**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 830,165 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2004 Equity Incentive Plan and 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) and March 16, 2007 (File No. 333-141379) are incorporated by reference herein.

**EXHIBITS**

| <b>Exhibit<br/>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)                    | Amendment to the Bylaws of Blue Nile, Inc.   |
| 4.4(4)                    | Specimen Stock Certificate.  |
| 5.1                       | Opinion of Cooley Godward Kronish llp.   |
| 23.1                      | Consent of PricewaterhouseCoopers llp.   |
| 23.2                      | Consent of Deloitte & Touche llp.  |
| 23.3                      | Consent of Cooley Godward Kronish llp (included in Exhibit 5.1).   |
| 24.1                      | Power of Attorney is contained in the signature pages to this Registration Statement.  |
| 99.1.1(5)                 | Blue Nile, Inc. 2004 Equity Incentive Plan.  |
| 99.1.2(6)                 | Form of Stock Option Agreement pursuant to the Blue Nile, Inc. 2004 Equity Incentive Plan.                                   |
| 99.1.3(7)                 | Form of Stock Grant Notice pursuant to the Blue Nile, Inc. 2004 Equity Incentive Plan.                                       |
| 99.1.4(8)                 | Form of Restricted Stock Unit Grant Notice and Form of Award Agreement under the Blue Nile, Inc. 2004 Equity Incentive Plan. |
| 99.2.1(9)                 | Blue Nile, Inc. 2004 Non-Employee Directors' Stock Option Plan, as amended and restated.                                     |
| 99.2.2(10)                | 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  
Registration  
Statement on  
Form S-1 (No.  
333-113494), as  
filed with the  
Securities and  
Exchange  
Commission on  
March 11, 2004, as  
amended, and  
incorporated by  
reference herein.
- (3) 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  
February 7, 2008,  
and incorporated  
by reference  
herein.
- (4) 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.

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- (5) 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.
  
- (6) Previously filed as Exhibit 10.4.2 to Blue Nile, Inc. s Annual Report on Form 10-K for the annual period ended January 2, 2005 (No. 000-50763), as filed with the Securities and Exchange Commission on March 25, 2005, and incorporated by reference herein.
  
- (7) 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.

- (8) Previously filed as Exhibit 10.2 to Blue Nile, Inc. s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on June 29, 2007, and incorporated by reference herein.
  
  - (9) 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 June 19, 2006 and incorporated by reference herein.
  
  - (10) Previously filed as Exhibit 10.2.2 to Blue Nile, Inc. s Annual Report on Form 10-K for the annual period ended January 2, 2005 (No. 000-50763), as filed with the Securities and Exchange Commission on March 25, 2005, and incorporated by reference herein.
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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 Seattle, State of Washington, on February 28, 2008.

**Blue Nile, Inc.**

By: /s/ Robin Easton  
Robin Easton  
Chief Financial Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Diane M. Irvine and Robin Easton, 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/ Diane M. Irvine<br>Diane M. Irvine   | President, Chief Executive Officer<br>and Director ( <i>Principal<br/>Executive Officer</i> ) | February 28,<br>2008 |
| /s/ Robin Easton<br>Robin Easton         | Chief Financial<br>Officer ( <i>Principal Financial and<br/>Accounting Officer</i> )          | February 28,<br>2008 |
| /s/ Mark C. Vadon<br>Mark C. Vadon       | Executive Chairman and Director   | February 28,<br>2008 |
| /s/ W. Eric Carlborg<br>W. Eric Carlborg | Director  | February 25,<br>2008 |

| <b>Signature</b>                           | <b>Title</b> | <b>Date</b>          |
|--|--------------|----------------------|
| /s/ Joseph Jimenez<br>Joseph Jimenez       | Director     | February 22,<br>2008 |
| /s/ Michael Potter<br>Michael Potter       | Director     | February 22,<br>2008 |
| /s/ Steve Scheid<br>Steve Scheid           | Director     | February 25,<br>2008 |
| /s/ Joanna A. Strober<br>Joanna A. Strober | Director     | February 20,<br>2008 |
| /s/ Mary Alice Taylor<br>Mary Alice Taylor | Director     | February 24,<br>2008 |

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| 99.2.1(9)             | Blue Nile, Inc. 2004 Non-Employee Directors Stock Option Plan, as amended and restated.   |
| 99.2.2(10)            | 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 Registration Statement on Form S-1 (No. 333-113494), as filed with the Securities and Exchange Commission on March 11, 2004, as amended, and incorporated by reference herein.
- (3) 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 February 7, 2008, and incorporated by reference herein.
- (4) 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.

- (5) 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.
  
- (6) Previously filed as Exhibit 10.4.2 to Blue Nile, Inc. s Annual Report on Form 10-K for the annual period ended January 2, 2005 (No. 000-50763), as filed with the Securities and Exchange Commission on March 25, 2005, and incorporated by reference herein.
  
- (7) 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.

- (8) Previously filed as Exhibit 10.2 to Blue Nile, Inc. s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on June 29, 2007, and incorporated by reference herein.
  
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