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BLUEFLY INC
Form S-8 POS
July 16, 2001

As filed with the Securities and Exchange Commission on July 16, 2001

Registration No. 333-53340

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BLUEFLY, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

13-3612110
(I.R.S. Employer Identification No.)

42 WEST 39TH STREET
NEW YORK, NEW YORK
(Address of Principal Executive Offices)

10018
(Zip Code)

BLUEFLY, INC. 2000 STOCK OPTION PLAN
(Full title of the plan)

E. KENNETH SEIFF
PRESIDENT AND CHIEF EXECUTIVE OFFICER
BLUEFLY, INC.
42 WEST 39TH STREET
NEW YORK, NEW YORK 10018
(212) 944-8000

RICHARD A. GOLDBERG, ESQ.
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
405 LEXINGTON AVENUE
NEW YORK, NEW YORK 10174
(212) 973-0111

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

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED AMOUNT TO BE REGISTERED PROPOSED MAXIMUM OFFERING PRICE PER SHARE PROPOSED MAXIMUM AGGREGATE OFFERING PRICE AMOUNT OF REGISTRATION FEE

Common Stock, par

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value \$.01 per share N/A N/A N/A N/A

EXPLANATORY NOTES

This Amendment No.1 to Registration Statement on Form S-8 is being filed to amend the Registration Statement on Form S-8 (the "Registration Statement") (File No. 333-53340) filed with the Securities and Exchange Commission on January 8, 2001, by filing as an exhibit thereto the consent of the Registrant's independent auditors to the filing with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 of the independent auditor's report on the Registrant's financial statements for the year ended December 31, 2000. The contents of the Registration Statement are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Item 8 of the Registration Statement is hereby amended and restated in its entirety as follows:

The following exhibits are filed as part of this Registration Statement:

Exhibit Number.	Description.
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4.1*	Bluefly, Inc. 2000 Stock Option Plan.
5.1*	Opinion of Swidler Berlin Shereff Friedman, LLP.
23.1*	Consent of Pricewaterhouse Coopers LLP
23.2*	Consent of Swidler Berlin Shereff Friedman, LLP (contained in Exhibit 5.1).
23.3	Consent of Pricewaterhouse Coopers, LLP

*Previously filed

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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on this 16th day of July, 2001.

BLUEFLY, INC.

By:/s/ E. Kenneth Seiff

E. Kenneth Seiff
President, Chief Executive Officer
and Director

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EXHIBIT INDEX

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