

FOOTSTAR INC  
Form S-8 POS  
May 06, 2009

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As filed with the Securities and Exchange Commission on May 6, 2009

Registration No. 333-158339

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

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FORM S-8/A

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

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

Delaware  
(State or other jurisdiction of  
incorporation or organization)

22-3439443  
(I.R.S. Employer  
Identification No.)

933 MacArthur Boulevard  
Mahwah, New Jersey  
(Address of Principal Executive Offices)

07430  
(Zip Code)

Footstar, Inc. 2006 Non-Employee Director Stock Plan, as amended  
(Full title of the plan)

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Maureen Richards, Esq.  
Senior Vice President, General  
Counsel and Corporate Secretary  
Footstar, Inc.

933 MacArthur Boulevard  
Mahwah, New Jersey 07430  
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (201) 934-2334

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EXPLANATORY STATEMENT

On March 31, 2009, the Registrant filed a registration statement on Form S-8 (No. 333-158339) (the "Registration Statement") to register a total of 55,000 shares of its common stock, \$0.01 par value per share, and 55,000 preferred share purchase rights, which were initially carried and traded with such common stock, to be issued under the Footstar, Inc. 2006 Non-Employee Director Stock Plan, as amended. On May 5, 2009, the Registrant filed a certificate of dissolution with the Secretary of State of the State of Delaware. Pursuant to the undertakings contained in the Registration Statement, the Registrant hereby de-registers all of the securities registered under the Registration Statement that remained unsold as of the date of this post-effective amendment.

PART II

Item 8. Exhibits.

See Exhibit Index, which is incorporated herein by reference.

SIGNATURES

THE REGISTRANT. 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 Mahwah, State of New Jersey, on May 6, 2009.

FOOTSTAR, INC.

By:                   /s/ Maureen Richards  
                          Maureen Richards  
                          Senior Vice President, General  
                          Counsel and Corporate Secretary

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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.

Name	Title	Date
* Jonathan M. Couchman	Chairman of the Board, Chief Executive Officer and President	May 6, 2009
* Michael J. Lynch	Chief Financial Officer – Senior Vice President	May 6, 2009
* Craig M. Haines	Vice President-Controller and Principal Accounting Officer	May 6, 2009
* Eugene I. Davis	Director	May __, 2009
* Adam W. Finerman	Director	May 6, 2009

\*By:  
/s/ Maureen Richards  
Maureen Richards  
Attorney-In-Fact

EXHIBIT INDEX

Exhibit Number Description

24.1	Power of Attorney (previously filed with the Form S-8 filed on March 31, 2009 and incorporated herein by reference).
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