

SHOE CARNIVAL INC  
Form S-8  
July 08, 2004

As filed with the Securities and Exchange  
Commission on July 8, 2004

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

**UNDER  
THE SECURITIES ACT OF 1933**

SHOE CARNIVAL, INC.

(Exact name of registrant as specified in its charter)

Indiana

35-1736614

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer Identification Number)

8233 Baumgart Road  
Evansville, IN

47725

(Address of principal executive offices)

(Zip code)

SHOE CARNIVAL, INC.  
2000 STOCK OPTION AND INCENTIVE PLAN

(Full title of the plan)

Mark L. Lemond  
President and Chief Executive Officer  
8233 Baumgart Road  
Evansville, Indiana 47725

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(Name and address of agent for service)

(812) 867-6471

(Telephone number, including area code, of agent for service)

Copies to:

James A. Aschleman  
Baker & Daniels  
300 North Meridian Street, Suite 2700  
Indianapolis, Indiana 46204  
(317) 237-0300

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value.....	500,000 shares	\$ 14.84 (3)	\$ 7,420,000 (3)	\$ 940.11 (3)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), this Registration Statement also registers such additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends and similar transactions.
- (2) It is impracticable to state the maximum offering price. Shares offered pursuant to incentive stock options granted under the Registrant's 2000 Stock Option and Incentive Plan are to be offered at not less than the last reported sale price of one share of Common Stock as reported by the Nasdaq National Market System on the date such stock options are granted.
- (3) Estimated solely for purposes of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low prices of the Common Stock as reported by the Nasdaq National Market System on June 30, 2004, which was \$14.84 per share.

The Registrant's Registration Statement on Form S-8 (Registration No. 333-60114) is incorporated herein by reference.

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SIGNATURES

The Registrant

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. 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 Evansville, State of Indiana, on the 1st day of July, 2004.

SHOE CARNIVAL, INC.

By:    /s/ Mark L. Lemond

Mark L. Lemond

President and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes Mark L. Lemond and W. Kerry Jackson, each with full power of substitution, to execute in the name and on behalf of such person any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the Registrant deems appropriate, and appoints each of Mark L. Lemond and W. Kerry Jackson, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. Wayne Weaver</u> J. Wayne Weaver	Chairman of the Board and Director	July 1, 2004
<u>/s/ Mark L. Lemond</u> Mark L. Lemond	President, Chief Executive Officer and Director (Principal Executive Officer)	July 1, 2004
<u>/s/ W. Kerry Jackson</u> W. Kerry Jackson	Senior Vice President - Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	July 1, 2004
<u>/s/ William E. Bindley</u> William E. Bindley	Director	July 1, 2004
<u>/s/ Gerald W. Schoor</u> Gerald W. Schoor	Director	July 1, 2004
<u>/s/ James A. Aschleman</u> James A. Aschleman	Director	July 1, 2004
<u>/s/ Kent A. Kleeberger</u>	Director	July 1, 2004

Kent A. Kleeberger

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Restated Articles of Incorporation of Registrant (The copy of this Exhibit filed as Exhibit 3-A to the Company's Annual Report on Form 10-K for the year ended February 2, 2002 is incorporated herein reference.)
4.2	By-Laws of Registrant, as amended to date. (The copy of this Exhibit filed as Exhibit 3-B to the Company's Annual Report on Form 10-K for the year ended February 2, 2002 is incorporated herein by reference.)
4.3	Shoe Carnival, Inc. 2000 Stock Option and Incentive Plan (as amended and restated to reflect all amendments adopted through June 11, 2004). (The copy of this Exhibit filed as Appendix B to the Company's Definitive Proxy Statement filed on May 5, 2004 (File No. 000-21360), is incorporated herein by reference.)
5	Opinion of Baker & Daniels, counsel for Registrant, as to the legality of the securities being registered.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Baker & Daniels (included in Baker & Daniels Opinion filed as Exhibit 5).
24	Power of Attorney (included on the Signature Page of the Registration Statement).

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