

BLUE NILE INC  
Form S-8 POS  
February 17, 2017

As filed with the Securities and Exchange Commission on February 17, 2017

Registration No. 333-123962

**UNITED STATES**  
**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*

**BLUE NILE, INC.**

**(Exact name of Company as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**91-1963165**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**411 First Avenue South, Suite 700**

**Seattle, Washington**

**98104**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**2004 Equity Incentive Plan**

**(Full title of the plan)**

**David Binder**

**Chief Financial Officer**

**Blue Nile, Inc.**

**411 First Avenue South, Suite 700**

**Seattle, Washington 98104**

**(206) 336-6700**

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

Indicate by check mark whether the Company is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

**DEREGISTRATION OF COMMON STOCK**

On April 8, 2005, Blue Nile Inc. ( Blue Nile or the Company ) filed a Registration Statement on Form S-8 (Registration No. 333-123962) (the Registration Statement ) with the Securities and Exchange Commission to register shares of the Company s common stock, par value \$0.001 per share (the Common Stock ) to be issued pursuant to the 2004 Equity Incentive Plan (the Plan ). The Company is filing this Post-Effective Amendment to the Registration Statement to deregister the Common Stock not yet issued under the Plan that were previously registered by the Company pursuant to the Registration Statement.

On February 17, 2017, pursuant to an Agreement and Plan of Merger, dated as of November 6, 2016, by and among the Company, BC Cyan Parent Inc., a Delaware corporation ( Parent ) and BC Cyan Acquisition Inc., a Delaware corporation and wholly-owned subsidiary of Parent ( Merger Sub ), as it may be amended, supplemented or modified from time to time (the Merger Agreement ), Merger Sub merged with and into the Company (the Merger ), with the Company surviving the Merger as a wholly owned subsidiary of Parent. As a result of the Merger, the Company has terminated any and all offerings of its securities pursuant to the Registration Statement. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that remain unsold at the termination of the offering, the Company hereby amends the Registration Statement by deregistering all Common Stock that remain unsold under the Registration Statement as of the date hereof.

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on February 17, 2017.

BLUE NILE, INC.

By:

/s/ David Binder

Name: David Binder

Title: Chief Financial Officer

No other person is required to sign this Post-Effective Amendment on behalf of the registrant in reliance upon Rule 478 under the Securities Act of 1933, as amended.