

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8 POS

Post-effective amendment to a S-8 registration statement

Filing Date: **1999-03-26**  
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### FILER

#### **MCRAE INDUSTRIES INC**

CIK: **729284** | IRS No.: **560706710** | State of Incorpor.: **DE** | Fiscal Year End: **0731**  
Type: **S-8 POS** | Act: **33** | File No.: **033-24648** | Film No.: **99573280**  
SIC: **3577** Computer peripheral equipment, nec

Mailing Address  
*402 NORTH MAIN STREET  
PO BOX 726  
MT. GILEAD NC 27306*

Business Address  
*402 NORTH MAIN STREET  
PO BOX 726  
MT. GILEAD NC 27306  
910-439-6147*

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

MCRAE INDUSTRIES, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

56-0706710

-----  
(State or other jurisdiction  
of incorporation or organization)

-----  
(I.R.S. Employer Identification Number)

400 NORTH MAIN STREET, MT. GILEAD, NORTH CAROLINA

27306

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

MCRAE INDUSTRIES, INC.  
1985 NON-QUALIFIED STOCK OPTION PLAN

-----  
(Full title of the Plan)

Name, address and telephone number  
of agent for service

D. GARY MCRAE  
PRESIDENT AND TREASURER  
MCRAE INDUSTRIES, INC.  
400 NORTH MAIN STREET  
MT. GILEAD, NORTH CAROLINA 27306  
910/439-6147

Please send copies of  
all communications to:

A. ZACHARY SMITH III, ESQ.  
KENNEDY COVINGTON LOBDELL & HICKMAN, L.L.P.  
BANK OF AMERICA CORPORATE CENTER, SUITE 4200  
100 NORTH TRYON STREET  
CHARLOTTE, NORTH CAROLINA 28202-4006

REMOVING SHARES FROM REGISTRATION

REMOVAL OF SHARES FROM REGISTRATION

McRae Industries, Inc., a Delaware Corporation (the "Company"), hereby amends this Registration Statement on Form S-8, File No. 33-24648 (the "Registration Statement"), filed in connection with the McRae Industries, Inc. 1985

Non-Qualified Stock Option Plan (the "Plan") to withdraw from registration all the shares of Class A and Class B Common Stock, par value \$1.00 per share, of the Company registered under the Registration Statement with respect to which options have not been granted under the Plan other than shares of Class A Common Stock issuable upon conversion of the shares of Class B Common Stock which were issued under the Plan and remain outstanding. The Plan has been terminated and there are no outstanding unexercised options under the Plan.

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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mt. Gilead, State of North Carolina, on March 3, 1999.

McRAE INDUSTRIES, INC.

By: /s/ D. Gary McRae

-----  
 D. Gary McRae  
 President and Treasurer

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 dates indicated.

<TABLE>  
 <CAPTION>

Signature -----	Title -----	Date -----
<S> /s/ D. Gary McRae ----- D. Gary McRae	<C> President and Treasurer (Principal Executive and Financial Officer) and Director	<C> March 3, 1999
/s/ Marvin Kiser ----- Marvin Kiser	Controller (Principal Accounting Officer)	March 3, 1999
/s/ George M. Bruton ----- George M. Bruton	Director	March 3, 1999
/s/ Hilton J. Cochran ----- Hilton J. Cochran	Director	March 3, 1999
/s/ Brady W. Dickson ----- Brady W. Dickson	Director	March 3, 1999
/s/ Victor A. Karam ----- Victor A. Karam	Director	March 3, 1999
/s/ James W. McRae ----- James W. McRae	Director	March 3, 1999

/s/ Harold W. Smith

Director

March 3, 1999

-----  
Harold W. Smith  
</TABLE>