

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2001-08-03**  
SEC Accession No. **0001021408-01-504419**

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### GLOBAL SPORTS INC

CIK: **828750** | IRS No.: **042958132** | State of Incorpor.: **DE** | Fiscal Year End: **0101**  
Type: **S-8** | Act: **33** | File No.: **333-66650** | Film No.: **1696743**  
SIC: **3021** Rubber & plastics footwear

Mailing Address  
1075 FIRST AVE  
KING OF PRUSSIA PA 19406

Business Address  
1075 FIRST AVE  
RTE 3 INDUSTRIAL PARK  
KING OF PRUSSIA PA 19406  
6102653229

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

GLOBAL SPORTS, INC.  
(Exact name of Registrant as specified in its charter)

<TABLE>  
<CAPTION>

Delaware	1075 First Avenue King of Prussia, PA 19406	04-2958132
<S> (State or other jurisdiction of incorporation or organization)	<C> (Address of Principal Executive Offices) (Zip Code)	<C> (I.R.S. Employer Identification No.)

2001 NON-EXECUTIVE STOCK OPTION PLAN  
(Full title of the Plan)

Arthur H. Miller  
Executive Vice President and General Counsel  
Global Sports, Inc.  
1075 First Avenue  
King of Prussia, PA 19406  
(610) 265-3229  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:  
Francis E. Dehel, Esq.  
Melissa Palat Murawsky, Esq.  
Blank Rome Comisky & McCauley LLP  
One Logan Square  
Philadelphia, PA 19103  
(215) 569-5500

<TABLE>  
<CAPTION>

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
<S> Common Stock, par value \$.01 per share	<C> 100,000 shares/1/	<C> \$9.58/2/	<C> \$958,000/2/	<C> \$239.50/3/

(1) Plus such indeterminate number of additional shares as may be issued pursuant to certain anti-dilution provisions contained in the 2001 Non-Executive Stock Option Plan.

PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Item 1 will be sent or given to employees as specified in Rule 428(b)(1) and are not required to be filed as part of this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing information specified in Item 2 will be sent or given to employees as specified in Rule 428(b)(1) and are not required to be

filed as part of this Registration Statement.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

-----  
The following documents filed with the SEC are incorporated herein by reference:

(a) Global Sports' Annual Report on Form 10-K for the fiscal year ended December 30, 2000;

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (a) above; and

(c) The description of Global Sports' Common Stock which is incorporated by reference in Global Sports' Registration Statement on Form 8-A filed with the SEC on March 19, 1988, including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by Global Sports with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement but prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold hereunder, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

-----  
Not Applicable.

Item 5. Interests of Named Experts and Counsel.

-----  
Not Applicable.

Item 6. Indemnification of Directors and Officers

-----  
The Delaware General Corporation Law provides, in substance, that Delaware corporations shall have the power, under specified circumstances, to indemnify their directors, officers, employees and agents in

1

connection with actions, suits or proceedings brought against them by third parties and in connection with actions or suits by or in the right of the corporation, by reason of the fact that they were or are such directors, officers, employees and agents, against expenses (including attorney's fees) and, in the case of actions, suits or proceedings brought by third parties, against judgments, fines and amounts paid in settlement actually and reasonably incurred in any such action, suit or proceeding.

The Registrant's Bylaws also provide for indemnification to the fullest extent permitted by the Delaware General Corporation Law. Reference is made to the Bylaws of the Registrant.

As permitted by the Delaware General Corporation Law, the Registrant's Amended and Restated Certificate of Incorporation eliminates the personal liability of its directors to the Registrant and its stockholders, in certain circumstances, for monetary damages arising from breach of the director's fiduciary duty.

The Registrant has obtained directors' and officers' liability insurance which covers certain liabilities, including liabilities to the Registrant and its stockholder, in the amount of \$10.0 million. Moreover, the Registrant has entered into indemnification agreements with its directors and certain officers that are intended to provide greater protection than currently provided under the Delaware General Corporation Law and the Registrant's Bylaws.

Item 7. Exemption from Registration Claimed

-----  
Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement or, where so indicated, have been previously filed and are incorporated herein by reference.

Exhibit No.	Description
5.1	Opinion of Blank Rome Comisky & McCauley LLP regarding legality.
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of Blank Rome Comisky & McCauley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the Signature Page).

2

Item 9. Undertakings  
-----

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-3 or S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934, as amended, that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934, as amended (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934, as amended) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling

precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 King of Prussia, Pennsylvania, on the date indicated.

GLOBAL SPORTS, INC.

Date: August 2, 2001

/s/ Michael G. Rubin

-----  
 Michael G. Rubin,  
 Chairman of the Board and Chief Executive  
 Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael G. Rubin and Jordan M. Copland, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Capacity	Date
----- /s/ Michael G. Rubin ----- Michael G. Rubin	Chairman of the Board and Chief Executive Officer	August 2, 2001
----- /s/ Jordan M. Copland ----- Jordan M. Copland	Executive Vice President and Chief Financial Officer	August 2, 2001
----- Kenneth J. Adelberg	Director	
----- /s/ Ronald D. Fisher ----- Ronald D. Fisher	Director	August 2, 2001
----- /s/ Harvey Lamm ----- Harvey Lamm	Director	August 2, 2001

----- /s/ Mark S. Menell ----- Mark S. Menell	Director	August 2, 2001
----- /s/ Michael S. Perlis ----- Michael S. Perlis	Director	August 2, 2001

EXHIBIT INDEX

Exhibit No.	Description
-----	-----
5.1	Opinion of Blank Rome Comisky & McCauley LLP regarding legality.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of PricewaterhouseCoopers LLP.
23.3	Consent of Blank Rome Comisky & McCauley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the Signature Page).

EXHIBIT 5.1

BLANK ROME COMISKY & McCAULEY LLP

One Logan Square  
Philadelphia, PA 19103-6998  
(215) 569-5500  
Fax: (215) 569-5555

August 2, 2001

Global Sports, Inc.  
1075 First Avenue  
King of Prussia, PA 19406

Gentlemen:

We have acted as counsel to Global Sports, Inc. (the "Company") in connection with the preparation of the Registration Statement on Form S-8 ("Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to the offer and sale of up to 100,000 shares of common stock, par value \$.01 per share ("Common Stock"), by the Company pursuant to the Company's 2001 Non-Executive Stock Option Plan, as amended (the "Plan"). This opinion is furnished pursuant to the requirement of Item 601(b)(5) of Regulation S-K.

Although as counsel to the Company we have advised the Company in connection with a variety of matters referred to us by it, our services are limited to specific matters so referred. Consequently, we may not have knowledge of many transactions in which the Company has engaged or its day-to-day operations.

In rendering this opinion, we have examined the following documents: (i) the Company's Certificate of Incorporation and Bylaws, as amended as of the date hereof; (ii) resolutions of the Company's Board of Directors relating to the adoption of the Plan and any amendments thereto; (iii) the Registration Statement; and (iv) the Plan. We have assumed and relied, as to question of fact and mixed questions of law and fact, on the truth, completeness, authenticity and due authorization of all documents and records examined and the genuineness of all signatures.

We have not made any independent investigation in rendering this opinion other than the document examination described. Our opinion is therefore qualified in all respects by the scope of that document examination. We make no representation as to the sufficiency of our investigation for your purposes.

This opinion is limited to the Delaware General Corporation Law of 1988, as amended.

Based upon and subject to the foregoing, we are of the opinion that the shares of Common Stock of the Company which are being offered by the Company pursuant to the Registration Statement, when sold in the manner

and for the consideration contemplated by the Registration Statement, will be legally issued, fully paid and non-assessable.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

This opinion is strictly limited to the matters stated herein and no other or more extensive opinion is intended, implied or to be inferred beyond the matters expressly stated herein.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

/s/ Blank Rome Comisky & McCauley LLP

BLANK ROME COMISKY & McCAULEY LLP



EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Global Sports, Inc. on Form S-8 of our report dated March 23, 2001, appearing in the Annual Report on Form 10-K of Global Sports, Inc. for the year ended December 30, 2000.

/s/ Deloitte & Touche LLP

Philadelphia, Pennsylvania

August 2, 2001

EXHIBIT 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Global Sports, Inc. of our report dated January 31, 2000 relating to the financial statements of Fogdog, Inc., which appears in the Form 8-K of Global Sports, Inc. dated January 12, 2001.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

San Jose, California

August 2, 2001