

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

Filing Date: **2011-06-17**
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FILER

DRUGSTORE COM INC

CIK: **1086467** | IRS No.: **043416255** | State of Incorporation: **DE** | Fiscal Year End: **0102**
Type: **S-8 POS** | Act: **33** | File No.: **333-83975** | Film No.: **11918565**
SIC: **5912** Drug stores and proprietary stores

Mailing Address
411 108TH AVE. NE
SUITE 1400
BELLEVUE WA 98004

Business Address
411 108TH AVE. NE
SUITE 1400
BELLEVUE WA 98004
4253723200

Registration No. 333-83975

Registration No. 333-58174

Registration No. 333-85468

Registration No. 333-153407

Registration No. 333-167654

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-83975
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-58174
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-85468
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-153407
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-167654**

*Under
the Securities Act of 1933*

DRUGSTORE.COM, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

04-3416255

(IRS Employer
Identification No.)

**c/o Walgreen Co.
200 Wilmot Road
Deerfield, Illinois**

(Address of Principal Executive Offices)

60015

(Zip Code)

**2008 Equity Incentive Plan
1999 Employee Stock Purchase Plan
1998 Stock Plan**
(Full title of the plans)

Sona Chawla

President

**drugstore.com, inc.
c/o Walgreen Co.
200 Wilmot Road**

Deerfield, Illinois 60015

(Name and address of agent for service)

(847) 315-2500

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

TERMINATION OF REGISTRATION

These Post-Effective Amendments, filed by drugstore.com, inc., a Delaware corporation (the “Company”), deregister all shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”), that had been registered for issuance under the following registration statements on Form S-8 (together, the “Registration Statements”):

File No. 333-83975, which was filed with the Securities and Exchange Commission (the “SEC”) and became effective on July 7, 1999;

File No. 333-58174, which was filed with the SEC and became effective on April 3, 2001;

File No. 333-85468, which was filed with the SEC and became effective on April 3, 2002;

File No. 333-153407, which was filed with the SEC and became effective on September 10, 2008; and

File No. 333-167654, which was filed with the SEC and became effective on June 21, 2010.

On June 3, 2011, pursuant to an Agreement and Plan of Merger, dated as of March 23, 2011, by and among the Company, Walgreen Co., an Illinois corporation (“Walgreens”), and Dover Subsidiary, Inc., a wholly-owned subsidiary of Walgreens (“Merger Sub”), Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Walgreens (the “Merger”). As a result, the Company has terminated all offerings of its Common Stock pursuant to the Registration Statements. In accordance with the undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any shares of the Company’s Common Stock which remain unsold at the termination of the offering, the Company hereby removes from registration all shares of its Common Stock under the Registration Statements which remained unsold as of the effective time of the Merger.

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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the village of Deerfield, State of Illinois, on June 17, 2011.

drugstore.com, inc.

By: /s/ Rick Hans

Rick Hans

Vice President