

SECURITIES AND EXCHANGE COMMISSION

FORM S-3/A

Registration statement for specified transactions by certain issuers [amend]

Filing Date: **1994-03-17**
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FILER

HANOVER DIRECT INC /DE//

CIK: **320333** | IRS No.: **138053260** | State of Incorpor.: **NV** | Fiscal Year End: **1227**
Type: **S-3/A** | Act: **33** | File No.: **033-52687** | Film No.: **94516470**
SIC: **5961** Catalog & mail-order houses

Business Address
*1500 HARBOR BLVD
WEEHAWKEN NJ 07087
2018653800*

As filed with the Securities and Exchange Commission on March 17, 1994
Registration No. 33-52687

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HANOVER DIRECT, INC.
(Exact name of registrant as specified in its charter)

<TABLE> <S>	<C>	<C>
Delaware (State or other jurisdiction of incorporation or organization)	1500 Harbor Boulevard Weehawken, New Jersey 07087 (201) 863-7300 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)	13-0853260 (I.R.S. Employer Identification Number)

</TABLE>

Michael P. Sherman, Esq.
Hanover Direct, Inc.
1500 Harbor Boulevard
Weehawken, New Jersey 07087
(201) 863-7300
(Name, address, including zip code,
and telephone number, including area
code, of agent for service)

Copy to:

Monte E. Wetzler, Esq.
Whitman Breed Abbott & Morgan
200 Park Avenue
New York, New York 10166
(212) 351-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From
time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. / /

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box. /X/

The registrant hereby amends this Registration Statement on such date or
dates as may be necessary to delay its effective date until the registrant
shall file a further amendment which specifically states that this Registration
Statement shall thereafter become effective in accordance with Section 8(a) of
the Securities Act of 1933, as amended, or until this Registration Statement
shall become effective on such date as the Commission, acting pursuant to said
Section 8(a), may determine.

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Exhibit index on page 2

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. Exhibits.

<TABLE>
<CAPTION>

Exhibit Number -----	Description of Exhibit -----	Page Number -----
<S>	<C>	<C>
4	Indenture between Hanover Direct, Inc. and First Trust National Association, as Trustee, dated as of August 17, 1993 (incorporated by reference to Exhibit 4.1 to the Annual Report on Form 10-K of Hanover Direct, Inc. for the fiscal year ended January 1, 1994).	--
5	Opinion of Whitman Breed Abbott & Morgan as to the legality of the securities being registered.	*
12	Statement re computation of ratio of earnings to fixed charges.	*
23.1	Consents of Arthur Andersen & Co.	*
23.2	Consent of KPMG Peat Marwick.	*
23.3	Consent of Deloitte & Touche.	*
23.4	Consent of Ernst & Young.	*
23.5	Consent of Whitman Breed Abbott & Morgan (included in the opinion set forth as Exhibit 5 to this Registration Statement).	*
24	Powers of Attorney of certain directors and officers of the Company (included on page II-7 of this Registration Statement as filed with the Securities and Exchange Commission on March 15, 1994).	*
25	Statement of Eligibility and Qualification of First Trust National Association, as Trustee, on Form T-1.	

</TABLE>

* Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Hanover Direct, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Weehawken, State of New Jersey, on the 17th day of March, 1994.

HANOVER DIRECT, INC.

By: /s/ Jack E. Rosenfeld

Jack E. Rosenfeld,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed below

by the following persons in the capacities indicated on March 17, 1994.

<TABLE> <CAPTION>	NAME -----	TITLE -----
<S>	/s/ Alan G. Quasha* ----- Alan G. Quasha	<C> Chairman of the Board and Director
	/s/ Jack E. Rosenfeld ----- Jack E. Rosenfeld	Director, President and Chief Executive Officer (principal executive officer)
	/s/ Wayne P. Garten* -----	Executive Vice President and Chief Financial Officer (principal financial officer)
	/s/ David E. Ullman* ----- David E. Ullman	Vice President, Controller (principal accounting officer)
	/s/ Ralph Destino* ----- Ralph Destino	Director
	/s/ J. David Hakman* ----- J. David Hakman	Director
	/s/ S. Lee Kling* ----- S. Lee Kling	Director
	----- Theodore H. Kruttschnitt	Director

</TABLE>

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<TABLE> <S>	/s/ Jeffrey Laikind* ----- Jeffrey Laikind	<C> Director
	/s/ Elizabeth Valk Long* ----- Elizabeth Valk Long	Director
	/s/ Edmund R. Manwell* ----- Edmund R. Manwell	Director
	/s/ Geraldine Stutz* ----- Geraldine Stutz	Director
	/s/ Robert F. Wright* ----- Robert F. Wright	Director

</TABLE>

* Michael P. Sherman, pursuant to a Power of Attorney executed by each of the directors and officers noted above and filed with the Securities and Exchange Commission, by signing his name hereto, does hereby sign and execute this Amendment No. 1 to Registration Statement on Form S-3 on behalf of each of the persons noted above, in the capacities indicated.

/s/ Michael P. Sherman

Michael P. Sherman

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INDEX TO EXHIBITS

<TABLE>
<CAPTION>

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</TABLE>

* Previously filed.

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM T-1

Statement of Eligibility and Qualification Under the
Trust Indenture Act of 1939 of a Corporation
Designated to Act as Trustee

FIRST TRUST NATIONAL ASSOCIATION
(Exact name of Trustee as specified in its charter)

<TABLE>	<S>	<C>
	United States	41-0257700
	(State of Incorporation)	(I.R.S. Employer Identification No.)

</TABLE>

<TABLE>	<S>	<C>
	First Trust Center	
	180 East Fifth Street	
	St. Paul, Minnesota	55101
	(Address of Principal Executive Offices)	(Zip Code)

</TABLE>

HANOVER DIRECT, INC.
(Exact name of registrant as specified in its charter)

<TABLE>	<S>	<C>
	Delaware	13-0853260
	(State of Incorporation)	(I.R.S. Employer Identification No.)

</TABLE>

<TABLE>	<S>	<C>
	1500 Harbor Boulevard	
	Weehawken, New Jersey	07087
	(Address of Principal Executive Offices)	(Zip Code)

</TABLE>

9.25% SENIOR SUBORDINATED NOTES, SERIES A, DUE AUGUST 1, 1988
(Title of the Indenture Securities)

GENERAL

1. General Information Furnish the following information as to the Trustee.

- (a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency
Washington, D.C.

- (b) Whether it is authorized to exercise corporate trust powers.

Yes

2. AFFILIATIONS WITH OBLIGOR AND UNDERWRITERS If the obligor or any underwriter for the obligor is an affiliate of the Trustee, describe each such affiliation.

None

See Note following Item 16.

Items 3-15 are not applicable because to the best of the Trustee's knowledge the obligor is not in default under any Indenture for which the Trustee acts as Trustee.

16. LIST OF EXHIBITS List below all exhibits filed as a part of this statement of eligibility and qualification. Each of the exhibits listed below is incorporated by reference from a previous registration

1. Copy of Articles of Association.
2. Copy of Certificate of Authority to Commence Business.
3. Authorization of the Trustee to exercise corporate trust powers (included in Exhibits 1 and 2; no separate instrument).
4. Copy of existing By-Laws.
5. Copy of each Indenture referred to in Item 4. N/A.
6. The consents of the Trustee required by Section 321(b) of the act.
7. Copy of the latest report of condition of the Trustee published pursuant to law or the requirements of its supervising or examining authority.

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NOTE

The answers to this statement insofar as such answers relate to what persons have been underwriters for any securities of the obligor within three years prior to the date of filing this statement, or what persons are owners of 10% or more of the voting securities of the obligor, or affiliates, are based upon information furnished to the Trustee by the obligor. While the Trustee has no reason to doubt the accuracy of any such information, it cannot accept any responsibility therefor.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the Trustee, First Trust National Association, an

Association organized and existing under the laws of the United States, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of Saint Paul and State of Minnesota on the 15th day of March, 1994.

FIRST TRUST NATIONAL ASSOCIATION

[SEAL]

/s/ Scott Strodthoff

Scott Strodthoff
Assistant Vice President

/s/ David H. Bluhm

David H. Bluhm
Assistant Secretary

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EXHIBIT 6

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, the undersigned, FIRST TRUST NATIONAL ASSOCIATION hereby consents that reports of examination of the undersigned by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Dated: March 15, 1994

FIRST TRUST NATIONAL ASSOCIATION

/s/ Scott Strodthoff

Scott Strodthoff
Assistant Vice President