

EXPRESS, INC.  
Form S-1MEF  
April 06, 2011

As filed with the Securities and Exchange Commission on April 6, 2011

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**Express, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation  
or organization)

5600  
(Primary Standard Industrial  
Classification Code Number)  
1 Express Drive

Columbus, Ohio 43230

(614) 474-4001

26-2828128  
(I.R.S. Employer Identification No.)

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Matthew C. Moellering**

**Executive Vice President, Chief Administrative Officer, Chief Financial Officer, Treasurer and Secretary**

**Express, Inc.**

**1 Express Drive**

**Columbus, Ohio 43230**

**(614) 474-4001**

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

*Copies of all communications, including communications sent to agent for service, should be sent to:*

**Robert M. Hayward, P.C.**

**William R. Burke**

**Kirkland & Ellis LLP**

**300 North LaSalle**

**Chicago, Illinois 60654**

**(312) 862-2000**

**Marc D. Jaffe**

**Latham & Watkins LLP**

**885 Third Avenue**

**Suite 1000**

**New York, New York 10022**

**(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

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, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x

Form S-1: 333-172988

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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 definitions 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                       Smaller reporting company "

(Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, \$0.01 par value per share (2)	3,795,000	\$19.00	\$72,105,000	\$8,372

(1) Based upon the public offering price.

(2) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-172988), as amended, is hereby registered.

(3) The registrant previously paid \$43,047 in connection with its Registration Statement on Form S-1 (File No. 333-172988).

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

**EXPLANATORY NOTE**

This registration statement is being filed pursuant to Rule 462(b) (this 462(b) Registration Statement ) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-172988) filed by Express, Inc. with the Securities and Exchange Commission (the Commission ) on March 22, 2011, as amended by Amendment No. 1, filed by Express, Inc. with the Commission on April 4, 2011, including the exhibits thereto, which was declared effective by the Commission on April 6, 2011, is incorporated herein by reference.

This 462(b) Registration Statement is being filed for the purpose of registering additional shares of our common stock, par value \$0.01 per share, which will be offered pursuant to this 462(b) Registration Statement. Such shares represent additional shares to be sold by the selling stockholders.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Express, Inc., a Delaware corporation, has duly caused this 462(b) Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbus, Ohio on April 6, 2011.

**EXPRESS, INC.**

By: /s/ MATTHEW C. MOELLERING  
**Matthew C. Moellering**  
**Executive Vice President, Chief Administrative Officer, Chief  
Financial Officer, Treasurer and Secretary**

Pursuant to the requirements of the Securities Act of 1933, this 462(b) Registration Statement has been signed by the following persons in the capacities indicated on April 6, 2011.

<b>Signature</b>	<b>Title</b>
* <b>Michael A. Weiss</b>	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ MATTHEW C. MOELLERING <b>Matthew C. Moellering</b>	Executive Vice President, Chief Administrative Officer, Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
* <b>Michael F. Devine, III</b>	Director
* <b>David C. Dominik</b>	Director
* <b>Stefan L. Kaluzny</b>	Chairman
* <b>Mylle H. Mangum</b>	Director

\*By: /s/ MATTHEW C. MOELLERING  
**Matthew C. Moellering**  
**Attorney-in-Fact**

**ITEM 16. EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Kirkland & Ellis LLP.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).