

STAGE STORES INC  
Form 10-Q/A  
November 19, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q/A  
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2010

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-14035

Stage Stores, Inc.  
(Exact name of registrant as specified in its charter)

NEVADA 91-1826900  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

10201 Main Street, Houston, Texas 77025  
(Address of principal executive offices) (Zip Code)

(800) 579-2302  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of September 2, 2010, there were 37,687,876 shares of the registrant's common stock outstanding.

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## Explanatory Note

We are filing this Form 10-Q/A to our Quarterly Report on Form 10-Q for the quarter ended July 31, 2010 as originally filed with the Securities and Exchange Commission on September 8, 2010 (the "Form 10-Q"). The sole purpose of this Form 10-Q/A is to file an amended Exhibit 10.1. Certain portions of the information that was omitted from the Exhibit 10.1 that was originally filed with the Form 10-Q pursuant to a request for confidential treatment under Exchange Act Rule 24b-2 have now been included. The new Exhibit 10.1 is the only change being made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

## PART II – OTHER INFORMATION

## ITEM 6. EXHIBITS

The following documents are the exhibits to this Form 10-Q/A. For convenient reference, each exhibit is listed according to the Exhibit Table of Item 601 of Regulation S-K.

| Exhibit Number | Description   |
|----------------|---|
| 10.1#          | Eighth Amendment to Amended and Restated Private Label Credit Card Program Agreement dated as of July 15, 2010, by and among Stage Stores, Inc., Specialty Retailers, Inc. and World Financial Network National Bank. |
| 10.2†*         | Form of Reelection Grant Restricted Stock Award Agreement (Director) under the Stage Stores, Inc. Amended and Restated 2001 Equity Incentive Plan.  |
| 10.3†*         | Form of Reelection Grant Restricted Stock Award Agreement (Director) under the Stage Stores, Inc. Amended and Restated 2008 Equity Incentive Plan.  |
| 24.1*          | Power of Attorney: Director (Earl J. Hesterberg- Section 16 Filer).   |
| 31.1*          | Certification of Chief Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.   |
| 31.2*          |   |

Certification of Chief Financial Officer  
Pursuant to Rules 13a-14(a) and 15d-14(a)  
under the Securities Exchange Act of 1934, as  
amended.

32\* Certification Pursuant to 18 U.S.C. Section  
1350.

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# Filed electronically herewith. Certain confidential portions  
have been omitted pursuant to a confidential treatment request  
that has been filed separately with the Securities and Exchange  
Commission.

† Management contract or compensatory plan or arrangement.

\* Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STAGE STORES, INC.

November 19, 2010  
(Date)

/s/ Andrew T. Hall  
Andrew T. Hall  
President and Chief Executive Officer  
(Principal Executive Officer)

November 19, 2010  
(Date)

/s/ Edward J. Record  
Edward J. Record  
Chief Operating Officer and  
Chief Financial Officer  
(Principal Financial Officer)

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