

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form S-8**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933****BIG 5 SPORTING GOODS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)95-4388794
(I.R.S. Employer
Identification Number)2525 East El Segundo Boulevard
El Segundo, California 90245
(310) 536-0611**Big 5 Sporting Goods Corporation 2002 Stock Incentive Plan**
(Full Title of the Plan)Gary S. Meade, Esq.
Senior Vice President & General Counsel
Big 5 Sporting Goods Corporation
2525 East El Segundo Boulevard
El Segundo, California 90245
(310) 536-0611Copy to:
Andrew W. Gross, Esq.
Irell & Manella LLP
1800 Avenue of the Stars, Suite 900
Los Angeles, CA 90067
(310) 277-1010(Name, address including zip code, and telephone number, including
area code, of Registrants' agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$.01 par value	3,645,000	\$13.00	\$47,385,000	\$3,834

- (1) Includes an indeterminate number of shares of the Registrant's Common Stock that may be issuable by reason of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of computing the registration fee as the average of the high and low prices of the Common Stock reported on the Nasdaq National Market on April 28, 2003 pursuant to Rule 457(h) and Rule 457(c) of the Securities Act of 1933, as amended (the "Securities Act").

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents heretofore filed by Big 5 Sporting Goods Corporation, a Delaware corporation (the "Registrant"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 29, 2002; and
- (b) the Registrant's Registration Statement No. 000-49850 on Form 8-A, including any exhibits thereto, filed on June 5, 2002 pursuant to Section 12(g) of the Exchange Act, in which there is described the terms, rights and provisions applicable to the Registrant's Common Stock.

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

Any statement contained herein or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is incorporated or deemed to be incorporated herein by reference modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law ("DGCL") provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at its request in such capacity in another corporation or business association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of

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the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

As permitted by Section 145 of the DGCL, the Registrant's Amended and Restated Bylaws provide that, to the fullest extent permitted by the DGCL, directors, officers and certain other persons who are made, or are threatened to be made, parties to, or are involved in, any action, suit or proceeding will be indemnified by the Registrant with respect thereto.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit.

As permitted by Section 102(b)(7) of the DGCL, the Registrant's Amended and Restated Certificate of Incorporation includes a provision that limits a director's personal liability to the Registrant or its stockholders for monetary damages for breaches of his or her fiduciary duty as a director. Article EIGHTH of the Registrant's Amended and Restated Certificate of Incorporation provides that no director of the Registrant shall be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty to the fullest extent permitted by the DGCL.

As permitted by Section 145(g) of the DGCL and the Registrant's Amended and Restated Bylaws, the Registrant maintains insurance policies under which its directors and officers are insured, within the limits and subject to the limitations of the policies, against expenses in connection with the defense of actions, suits or proceedings, and certain liabilities that might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been directors or officers of the Registrant.

In addition, the Registrant has entered into contracts with its directors and officers pursuant to which the Registrant agrees to provide and maintain directors' and officers' insurance and further agrees to provide indemnification of such directors and officers to the fullest extent permitted by law.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits.

Exhibit Number	Description
4.1 (1)	Amended and Restated Certificate of Incorporation of the Registrant
4.2 (1)	Amended and Restated Bylaws of the Registrant
5.1	Legal Opinion of Irell & Manella LLP
23.1 (2)	Consent of Irell & Manella LLP
23.2	Consent of KPMG LLP
24.1 (3)	Power of Attorney
99.1 (4)	Big 5 Sporting Goods Corporation 2002 Stock Incentive Plan

-
- (1) Incorporated by reference to the Registrant's Annual Report on Form 10-K filed March 31, 2003 (File No. 000-49850).
 - (2) Included in Legal Opinion of Irell & Manella LLP filed as Exhibit 5.1 to this Registration Statement.
 - (3) Included on the signature pages filed with this Registration Statement.
 - (4) Incorporated by reference to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 filed June 5, 2002 (Registration No. 333-68094).

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;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

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

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, 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, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this 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 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant hereby 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 the city of El Segundo, state of California, on this 30th day of April, 2003.

BIG 5 SPORTING GOODS CORPORATION

By: /s/ Charles P. Kirk

Charles P. Kirk
Senior Vice President &
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven G. Miller, Charles P. Kirk and Gary S. Meade, and each of them, his attorneys-in-fact and agents, each with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<hr/> /s/ Steven G. Miller <hr/> Steven G. Miller	Chairman of the Board, President & Chief Executive Officer (Principal Executive Officer)	April 30, 2003
<hr/> /s/ Charles P. Kirk <hr/> Charles P. Kirk	Senior Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	April 30, 2003
<hr/> /s/ Robert W. Miller <hr/> Robert W. Miller	Chairman Emeritus of the Board and Director	April 30, 2003
<hr/> /s/ Michael D. Miller <hr/> Dr. Michael D. Miller	Director	April 30, 2003
<hr/> John G. Danhaki	Director	

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Signature

Title

Date

Sandra N. Bane

Director

/s/ G. Michael Brown

Director

April 30, 2003

G. Michael Brown

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 - (3) Included on the signature pages filed with this Registration Statement.
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[Irell & Manella LLP Letterhead]

April 30, 2003

Board of Directors
Big 5 Sporting Goods Corporation
2525 East El Segundo Boulevard
El Segundo, California 90245

Ladies and Gentlemen:

We have acted as counsel to Big 5 Sporting Goods Corporation, a Delaware corporation (the "Company") in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed by you with the Securities and Exchange Commission in connection with the registration of 3,645,000 shares of the Company's common stock, par value \$0.01 ("Common Stock") issuable upon exercise of options granted pursuant to the Company's 2002 Stock Incentive Plan. As such counsel, we have examined the 2002 Stock Incentive Plan and the sale and issuance of the Common Stock pursuant thereto and such other matters and documents as we have deemed necessary or relevant as a basis for this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

Based on these examinations, it is our opinion that such Common Stock, when sold and issued in the manner referred to in the Registration Statement and the 2002 Stock Incentive Plan, will be duly authorized, validly issued, fully paid, and non-assessable.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the law of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K. We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Common Stock. This opinion is furnished to you in connection with the above-described

shares, is solely for your benefit, and may not be relied upon by, nor may copies be delivered to, any other person or entity without our prior written consent.

Very truly yours,

/s/ IRELL & MANELLA LLP

IRELL & MANELLA LLP

CONSENT OF KPMG LLP

The Board of Directors
Big 5 Sporting Goods Corporation:

We consent to incorporation by reference herein of our report dated February 11, 2003, with respect to the consolidated balance sheets of Big 5 Sporting Goods Corporation and subsidiary as of December 30, 2001 and December 29, 2002, and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for each of the fiscal years ended December 31, 2000, December 30, 2001, and December 29, 2002, and the related financial statement schedule, which report appears in the December 29, 2002 annual report on Form 10-K of Big 5 Sporting Goods Corporation. Our report refers to the adoption of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" and the restatement of the consolidated balance sheet as of December 30, 2001 and the consolidated statements of operations and stockholders' equity (deficit) for each of the years ended December 31, 2000 and December 30, 2001.

KPMG LLP

Los Angeles, California
April 30, 2003