

BLUEFLY INC  
Form 10-Q/A  
September 07, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 10-Q / A

(Amendment No. 1)

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

For the quarterly period ended June 30, 2012

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 001-14498

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**BLUEFLY, INC.**

*(Exact name of registrant as specified in its charter)*

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Delaware

13-3612110  
(I.R.S. Employer Identification Number)

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(State or other jurisdiction of  
incorporation or organization)

**42 West 39<sup>th</sup> Street, New York, NY 10018**  
*(Address of principal executive offices) (Zip Code)*

Registrant's telephone number, including area code: (212) 944-8000

Indicate by check mark whether the registrant (1) 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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:

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

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

As of August 13, 2012, there were 28,576,612 shares of Common Stock, \$.01 par value, of the registrant outstanding.

## EXPLANATORY NOTE

The purpose of this Amendment No. 1 to Bluefly, Inc.'s (the "Company") quarterly report on Form 10-Q for the quarterly period ended June 30, 2012, as originally filed with the Securities and Exchange Commission on August 14, 2012 (the "Original Form 10-Q"), is being filed solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T.

Pursuant to Rule 405(a)(2)(ii) of Regulation S-T, this Exhibit 101 is permitted to be furnished by amendment within 30 days of the original filing date of the Original Form 10-Q.

Exhibit 101 consists of the following materials from the Company's Original Form 10-Q formatted in XBRL (eXtensible Business Reporting Language):

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

This Amendment No. 1 does not reflect events occurring after August 14, 2012 and does not update or modify in any way the consolidated results of operations, financial position, cash flows or other disclosures in the Company's Original Form 10-Q.

As required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment No. 1 to the Company's Form 10-Q under Item 6 of Part II.

Pursuant to Rule 406T of Regulation S-T, the interactive files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, and

Section 18 of the Securities Exchange Act of 1934, as amended.

Part II - OTHER INFORMATION

**Item 6. Exhibits**

The following is a list of exhibits filed as part of this Report:

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 10.1*                 | Note and Warrant Purchase Agreement, dated August 13, 2012, by and among the Company, Prentice Consumer Partners, LP and Rho Ventures VI, L.P. |
| 10.2*                 | Secured Subordinated Promissory Note, dated August 13, 2012, by and between the Company and Prentice Consumer Partners, LP.                    |
| 10.3*                 | Secured Subordinated Convertible Promissory Note, dated August 13, 2012, by and between the Company and Rho Ventures VI, L.P.                  |
| 10.4*                 | Warrant No. 1, dated August 13, 2012, issued to Prentice Consumer Partners LP.   |
| 10.5*                 | Warrant No. 2, dated August 13, 2012, issued to Rho Ventures VI, L.P.  |
| 10.6*                 | First Amendment to Amended and Restated Credit Agreement, dated April 18, 2012, by and between the Company and Wells Fargo.                    |
| 10.7*                 | Employment Agreement, dated June 12, 2012, by and between the Company and Scott Erdman.  |
| 31.1**                | Certification Pursuant to Rule 13a-14(a)/15d-14(a).  |
| 31.2**                | Certification Pursuant to Rule 13a-14(a)/15d-14(a).  |
| 32.1**                | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                        |
| 32.2**                | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                        |
| 101.INS**             | XBRL Instance Document.  |
| 101.SCH**             | XBRL Taxonomy Extension Schema.  |

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|-----------|--|
| 101.CAL** | XBRL Taxonomy Extension Calculation Linkbase.  |
| 101.DEF** | XBRL Taxonomy Extension Definition Linkbase.   |
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| 101.PRE** | XBRL Taxonomy Extension Presentation Linkbase. |

\* Filed previously

\*\* Filed with this Amendment No. 1 to the quarterly report on Form 10-Q

**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.

BLUEFLY, INC.

By: /s/ Joseph C. Park  
Joseph C. Park  
Chief Executive Officer

By: /s/ Kara B. Jenny  
Kara B. Jenny  
Chief Financial Officer

September 7, 2012