

TWEEN BRANDS, INC.
Form S-8 POS
November 30, 2009

As filed with the Securities and Exchange Commission on November 30, 2009
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-71860)

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TWEEN BRANDS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

31-1333930
(I.R.S. Employer
Identification No.)

8323 Walton Parkway
New Albany, Ohio 43054
(614) 775-3500

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**TOO, INC.
SECOND AMENDED AND RESTATED 1999 STOCK
OPTION AND PERFORMANCE INCENTIVE PLAN**
(Full title of the plans)

Michael W. Rayden
Chief Executive Officer
Tween Brands, Inc.
c/o The Dress Barn, Inc.
30 Dunnigan Drive
Suffern, New York 10901
(845) 369-4500

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

COPY TO:
Steven L. Kirshenbaum, Esq.
Proskauer Rose LLP
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New York, New York 10035
(212) 969-3000

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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
(Do not check if a smaller reporting company)

RECENT EVENTS: DEREGISTRATION

The Registration Statement on Form S-8 (Registration No. 333-71860) (the Registration Statement) of Tween Brands, Inc., a Delaware corporation (the Company), pertaining to the registration of 1,400,000 shares of common stock of the Company (the Common Stock) to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on October 19, 2001.

On November 25, 2009, pursuant to the Agreement and Plan of Merger (the Merger Agreement), dated as of June 24, 2009, among The Dress Barn, Inc., a Connecticut corporation (Parent), Thailand Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (Purchaser), and the Company, Purchaser merged with and into the Company (the Merger), with the Company surviving as a wholly owned subsidiary of Parent. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, each outstanding share of the Company s common stock outstanding at the effective time of the Merger was converted into the right to receive 0.47 shares of Parent s common stock. The Merger became effective upon filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware on November 25, 2009.

As a result of the Merger, the Company has terminated the offering of the Company s securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered that remain unsold at the termination of the offering, the Company hereby removes from registration all securities registered under the Registration Statement that remain unsold at the effective time of the Merger.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, and Rule 478 thereunder, the registrant had duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Albany, State of Ohio, on November 30, 2009.

TWEEN BRANDS, INC.

By: /s/ Rolando de Aguiar
Rolando de Aguiar
Chief Financial Officer
(Principal Financial and Accounting
Officer)