

DILLARDS INC  
Form S-3/A  
August 25, 2004

Post Effective Amendme  
Registration No.

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

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**POST EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**DILLARD'S, INC.**  
(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other Jurisdiction of  
Incorporation or Organization)

**71-0388071**  
(I.R.S. Employer  
Identification Number)

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**1600 Cantrell Road,  
Little Rock, AR 72201  
Phone: (501) 376-5200**  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

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**Paul B. Benham III,  
Friday, Eldredge & Clark LLP,  
400 West Capitol Ave.,  
Suite 2000  
Little Rock, AR 72201  
Phone: (501) 376-2011**  
(Name, address, including zip code, and telephone number, including area code, of agent for s

**N/A**  
(Approximate date of commencement of proposed sale to the public)

If the only securities being registered on this Form are being offered pursuant to dividend interest reinvestment plans, please check the following box. [ ]

**DEREGISTRATION OF DEBT SECURITIES**

This Post-Effective Amendment No. 2 (the "Amendment") to the Registration Statement on Form S-3 (SEC File No. 333-59183) is being filed by Dillard's, Inc. (the "Company") in order to deregister the \$750,000,000.00 principal amount of Debt Securities which remain unsold under SEC File No. 333-59183.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has a reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 to Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, on August 14, 2014.

DILLARD'S, INC.  
(Registrant)

By /s/ James I. Freeman  
JAMES I. FREEMAN, Director  
Senior Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement (SEC File No. 333-59183) has been signed by the following persons in the capacities and on the dates indicated:

(Signature)	(Title)	(Date)
* <u>William Dillard, II</u>	Director; Chief Executive Officer	August 14, 2014
* <u>Alex Dillard</u>	Director; President	August 14, 2014
* <u>Mike Dillard</u>	Director; Executive Vice President	August 14, 2014
* <u>Drue Corbusier</u>	Director; Executive Vice President	August 14, 2014
<u>/s/James I. Freeman</u>	Director; Senior Vice President; Chief Financial Officer	August 14, 2014
* <u>Robert C. Connor</u>	Director	August 14, 2014