

As filed with the Securities and Exchange Commission on July 10, 2000

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

## FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

Venator Group, Inc.

-----  
(Exact Name of Registrant as Specified in Its Charter)

New York

13-3513936

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)-----  
(I.R.S. Employer  
Identification No.)

112 West 34th Street, New York, NY

10120

-----  
(Address of Principal Executive Offices)-----  
(Zip Code)

Venator Group 1998 Stock Option and Award Plan

-----  
(Full title of the plan)Gary M. Bahler, General Counsel,  
Venator Group, Inc., 112 West 34th Street, New York, NY 10120-----  
(Name and address of agent for service)

(212) 720-3700

-----  
(Telephone Number, Including Area Code, of Agent for Service)

## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.01 par value (including the associated Preferred Stock Purchase Rights)	6,000,000 Shares	\$10.75	\$64,500,000	\$17,028

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers an indeterminate amount of interests to be offered or sold pursuant to the plan.

(2) In accordance with Rule 457 under the Securities Act of 1933, solely for the purpose of calculating the registration fee, the maximum offering price per unit is based on the average of the high and low prices of Registrant's common stock as reported on the Composite Tape for New York Stock Exchange Listed Stocks on July 6, 2000.

REGISTRATION OF ADDITIONAL SECURITIES

The contents of the Form S-8 Registration Statement No. 333-62425 relating to the Venator Group 1998 Stock Option and Award Plan are incorporated by reference into this Registration Statement.

PART II.  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The exhibits filed as part of this Registration Statement are listed in the Index of Exhibits that begins on Page 3.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Registrant 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 New York, State of New York, on July 6, 2000.

VENATOR GROUP, INC.

By: /s/ Dale W. Hilpert

-----  
Dale W. Hilpert  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 6, 2000.

Signature -----	Title -----
/s/ Dale W. Hilpert ----- Dale W. Hilpert	Director, Chairman of the Board and Chief Executive Officer
/s/ Matthew D. Serra ----- Matthew D. Serra	Director, President and Chief Operating Officer
/s/ Bruce L. Hartman ----- Bruce L. Hartman	Senior Vice President and Chief Financial Officer
/s/ Robert W. McHugh ----- Robert W. McHugh	Vice President and Chief Accounting Officer
J. Carter Bacot*	Director
Purdy Crawford*	Director
Philip H. Geier, Jr.*	Director
Jarobin Gilbert, Jr.*	Director
Allan Z. Loren*	Director
James E. Preston*	Director
David Y. Schwartz*	Director
Christopher A. Sinclair*	Director

\* Dale W. Hilpert, by signing his name hereto, is also signing as attorney-in-fact for the named directors.

## VENATOR GROUP, INC.

## INDEX OF EXHIBITS

EXHIBIT NUMBER - - - - -	DESCRIPTION - - - - -
5	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP is contained in its opinion filed as Exhibit 5 to this Registration Statement.
23.2	Consent of KPMG LLP.
24	Powers of Attorney granted to Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
FOUR TIMES SQUARE  
NEW YORK 10036-6522

July 6, 2000

Venator Group, Inc.  
112 West 34th Street  
New York, New York 10120

Ladies and Gentlemen:

We have acted as special counsel to Venator Group, Inc., a New York corporation (the "Company"), in connection with the Registration Statement of the Company on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "Act") with respect to 6,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company to be issued and sold pursuant to the Registration Statement under the Venator Group 1998 Stock Option and Award Plan (the "Plan").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Certificate of Incorporation of the Company, and amendments thereto, (iii) the By-laws of the Company, as amended, (iv) certain resolutions, dated April 12, 2000, adopted by the Board of Directors of the Company authorizing, among other things, the issuance of Common Stock pursuant to the Registration Statement and the adoption of the Plan, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to this opinion which we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others.

Members of this firm are admitted to the Bar of the State of New York and we express no opinion as to the laws of any other jurisdiction, except the federal laws of the United States of America to the extent specifically referred to herein.

Based upon and subject to the foregoing, we are of the opinion that the shares of Common Stock to be issued under the Plan have been duly authorized and, when issued in accordance with the terms and conditions of the Plan (including due payment of the purchase price set forth in such Plan), will be validly issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ SKADDEN ARPS, SLATE, MEAGHER, & FLOM LLP  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

Board of Directors  
Venator Group, Inc.

We consent to the use of our report incorporated herein by reference.

New York, New York  
July 7, 2000

/s/ KPMG LLP  
KPMG LLP

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman, and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the Venator Group 1998 Stock Option and Award Plan and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 20th day of June 2000.

Signature

Title

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/s/ J. Carter Bacot

Director

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman, and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the Venator Group 1998 Stock Option and Award Plan and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 16th day of June 2000.

Signature  
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Title  
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/s/ Purdy Crawford  
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Director



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman, and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the Venator Group 1998 Stock Option and Award Plan and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 16th day of June 2000.

Signature  
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Title  
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/s/ Philip H. Geier Jr.  
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Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman, and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the Venator Group 1998 Stock Option and Award Plan and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 16th day of June 2000.

Signature  
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Title  
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/s/ Jarobin Gilbert, Jr.  
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Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman, and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the Venator Group 1998 Stock Option and Award Plan and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 5th day of July 2000.

Signature  
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Title  
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/s/ Allan Z. Loren  
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Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman, and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the Venator Group 1998 Stock Option and Award Plan and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 18th day of June 2000.

Signature  
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Title  
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/s/ James E. Preston  
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Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman, and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the Venator Group 1998 Stock Option and Award Plan and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 20 day of June 2000.

Signature  
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Title  
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/s/ David Y. Schwartz  
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Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Dale W. Hilpert, Gary M. Bahler and Bruce L. Hartman, and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the Venator Group 1998 Stock Option and Award Plan and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 16th day of June 2000.

Signature  
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Title  
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/s/ Christopher A. Sinclair  
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Director