

JACK IN THE BOX INC /NEW/

Form S-8

May 14, 2008

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As filed with the Securities and Exchange Commission on May __, 2008
Registration No. 333-_____

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Jack in the Box Inc.

(Exact name of registrant as specified in its charter)

Delaware

95-2698708

(State or other jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification No.)

9330 Balboa Avenue
San Diego, CA 92123-1516
(858) 571-2121

(Address of Principal Executive Offices)

Jack in the Box Inc.

Amended and Restated

Deferred Compensation Plan for Non-Management Directors

(Full title of the Plan)

Phillip H. Rudolph
Senior Vice President, General Counsel and
Corporate Secretary
9330 Balboa Avenue

San Diego, California 92123-1516

(Name and address of agent for service)

(858) 571-2121

(Telephone number, including area code, of agent for service)

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 definition of "accelerated filer" and "large accelerated filer" 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)

CALCULATION OF REGISTRATION FEE

Title 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, par value \$.01 per share	150,000 shares	\$27.32	\$4,098,000	\$161.05

(1) The additional securities to be registered under the Jack in the Box Inc. Amended and Restated Deferred Compensation Plan for Non-Management Directors (the Plan) include 150,000 newly authorized shares. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of additional securities that may be issued pursuant to the anti-dilution provisions of the Plan, and an indeterminate number of interests to be offered or sold pursuant to the Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under

the Securities Act
of 1933, based on
the average of the
high and low
prices of the
Company's
Common Stock as
reported on the
New York Stock
Exchange on
May 12, 2008.

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PART II
INCORPORATION BY REFERENCE OF CONTENTS OF
FORM S-8 REGISTRATION STATEMENT

The contents of the Registration Statement on Form S-8 previously filed with respect to the Plan listed below are incorporated by reference herein:

The Registration Statement filed by Jack in the Box Inc. (the Registrant) with respect to the Amended and Restated Jack in the Box Inc. Deferred Compensation Plan for Non- Management Directors (SEC File No. 333-143032), filed May 17, 2007.

Item 8. Exhibits

See Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the 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 San Diego, State of California, on this 14th day of May, 2008.

JACK IN THE BOX INC.

By: /s/ LINDA A. LANG
Linda A. Lang
Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer)

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Each of the directors of Jack in the Box Inc. whose signature appears below constitutes and appoints Linda A. Lang and Jerry P. Rebel, and each or any of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all 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, as fully to all intents and purposes as he or she he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ LINDA A. LANG Linda A. Lang	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 14, 2008
/s/ JERRY P. REBEL Jerry P. Rebel	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 14, 2008
/s/ MICHAEL E. ALPERT Michael E. Alpert	Director	May 14, 2008
/s/ GEORGE FELLOWS George Fellows	Director	May 14, 2008
/s/ ANNE B. GUST Anne B. Gust	Director	May 14, 2008
/s/ MURRAY H. HUTCHISON Murray H. Hutchison	Director	May 14, 2008
/s/ MICHAEL W. MURPHY Michael W. Murphy	Director	May 14, 2008
/s/ DAVID M. TEHLE David M. Tehle	Director	May 14, 2008

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Number	Description
4.1	Amended and Restated Jack in the Box Inc. Deferred Compensation Plan for Non-Management Directors ⁽¹⁾
4.2	Restated Certificate of Incorporation, as amended ⁽²⁾
4.3	Certificate of Amendment of Restated Certificate of Incorporation, as amended ⁽³⁾
4.4	Amended and Restated Bylaws ⁽⁴⁾
5	Opinion of DLA Piper US LLP
23.1	Consent of DLA Piper US LLP (included in Exhibit 5)
23.2	Consent of KPMG LLP
24	Power of Attorney (included on signature page)

(1) Previously filed and incorporated herein by reference to the Registrant's Form S-8 Registration Statement (SEC File No. 333-143032) filed on May 17, 2007.

(2) Previously filed and incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 3, 1999 (SEC File No. 001-9390).

(3) Previously filed and incorporated herein by reference to the Registrant's

Current Report
on Form 8-K
filed
September 24,
2007 (SEC File
No. 001-9390).

- (4) Previously filed
and incorporated
herein by
reference to the
Registrant's
Current Report
on Form 8-K
filed August 7,
2007 (SEC File
No. 001-9390).