

NITCHES INC  
Form POS AM  
February 19, 2009

Registration No. 333-136470

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

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**POST-EFFECTIVE AMENDMENT NO. 5  
TO**

**FORM S-3**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

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**NITCHES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation or organization)

**95-2848021**  
(IRS Employer  
Identification No.)

**10280 Camino Santa Fe  
San Diego, California 92121  
(858) 625-2633**

(Address, including zip code, and telephone number, including  
area code of registrant's principal executive offices)

**Paul M. Wyandt  
Chief Financial Officer  
10280 Camino Santa Fe  
San Diego, California 92121  
(858) 625-2633**

(Names, address, including zip code, and telephone number  
including area code, of agents for service)

**Copy To:**  
**James A. Mercer III, Esq.**  
**SHEPPARD, MULLIN, RICHTER & HAMPTON LLP**  
**12275 El Camino Real, Suite 200**  
**San Diego, California 92130-2006**  
**(858) 720-8900**  
**Fax: (858) 509-3691**

**Approximate date of commencement of proposed sale to the public:**

No longer applicable because the shares are being removed from registration.

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

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**EXPLANATORY NOTE  DEREGISTRATION OF SECURITIES**

On August 10, 2006, Nitches, Inc. (the "Company") filed a Registration Statement on Form S-3 (Registration No. 333-136470) (the "Registration Statement") with the United States Securities and Exchange Commission (the "Commission"), which registered 600,000 shares of the Company's common stock, no par value (the "Common Stock") to be sold by the selling security holders named therein. As of the date of the last post-effective amendment, 557,853 shares remained unsold.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 5 to the Registration Statement is being filed to deregister and remove all of the Common Stock that remain unsold under the Registration Statement as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing an amendment on Form S-3 and has duly caused this Post-Effective Amendment No. 5 to Registration Statement No. 333-136470 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, California, on the 19th day of February, 2009.

NITCHES, Inc.

By: /s/ Paul M. Wyandt  
Paul M. Wyandt  
Chief Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 5 has been signed by the following persons in the capacities and on the date indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Steven P. Wyandt Steven P. Wyandt	Chairman and Chief Executive Officer	February 19, 2009
/s/ Paul M. Wyandt Paul M. Wyandt	Director, President and Chief Financial Officer (Principal Financial Officer)	February 19, 2009
/s/ Eugene B. Price II Eugene B. Price II	Director	February 19, 2009
/s/ Michael D. Sholtis Michael D. Sholtis	Director	February 19, 2009