

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933  
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ALEXANDER'S, INC.  
(Exact name of Registrant as specified in its charter)  
Delaware 51-0100517  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

Park 80 West, Plaza II  
Saddle Brook, New Jersey 07663  
(Address of Principal Executive Offices)

Alexander's, Inc.  
Omnibus Stock Plan  
(Full title of the plan)  
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Joseph Macnow  
Chief Financial Officer  
Alexander's, Inc.  
Park 80 West, Plaza II  
Saddle Brook, New Jersey 07663  
(Name and address of agent for service)

(201) 587-8541  
(Telephone number, including area code, of agent for service)

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Copies to:  
Douglas P. Bartner, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022-6069

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered       | Amount to be Registered | Proposed Maximum Offering Price Per Share (*) | Proposed Maximum Aggregate Offering Price (*) | Amount of Registration Fee |
|--|-------------------------|---|---|----------------------------|
| Common Stock<br>par value \$1.00 per share | 700,000<br>Shares       | \$88.375                                      | \$61,862,500                                  | \$18,250                   |

(\*) The price shown is the average of the high and low prices of the Common Stock on the New York Stock Exchange consolidated reporting system on May 26, 1998 in accordance with Rule 457(c), and is being utilized solely for the purpose of calculating the registration fee.

STATEMENT PURSUANT TO  
GENERAL INSTRUCTION E TO FORM S-8

The contents of the Registrant's Registration Statement on Form S-8 (333-07341), as filed with the Securities and Exchange Commission on July 1, 1996, are incorporated by reference herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 8. Exhibits.
- Statement: The following exhibits are filed as part of this Registration
- 5 Opinion of Shearman & Sterling regarding the legality of the common stock being registered hereby.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Shearman & Sterling (included in Exhibit 5).
- 24 Powers of Attorney (included on signature page).

## 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 Saddle Brook, State of New Jersey on the 27th day of May, 1998.

ALEXANDER'S, INC.

By: /s/ Joseph Macnow

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Name: Joseph Macnow  
Title: Vice President, Chief Financial  
Officer

## POWER OF ATTORNEY

Each of the undersigned whose signature appears below hereby constitutes and appoints Steven Roth and Joseph Macnow, and each of them acting alone, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement and any and all related registration statements necessary to register additional securities, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 attorney-in-fact and agent, or his substitute or 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 indicated capacities on May 27, 1998.

| Signature<br>-----  | Title<br>-----   |
|---|--|
| /s/ Steven Roth<br>-----<br>Steven Roth                     | Chief Executive Officer and<br>Director (Principal Executive<br>Officer) |
| /s/ Joseph Macnow<br>-----<br>Joseph Macnow                 | Vice President, Chief Financial<br>Officer                               |
| -----<br>Thomas R. DiBenedetto                              | Director   |
| -----<br>Michael D. Facitelli                               | Director   |
| /s/ David Mandelbaum<br>-----<br>David Mandelbaum           | Director   |
| -----<br>Stephen Mann                                       | Chairman of the Board of<br>Directors                                    |
| /s/ Arthur I. Sonnenblick<br>-----<br>Arthur I. Sonnenblick | Director   |
| /s/ Neil Underberg<br>-----<br>Neil Underberg               | Director   |
| -----<br>Richard West                                       | Director   |
| /s/ Russell B. Wight, Jr.<br>-----<br>Russell B. Wight, Jr. | Director   |

## Exhibit Index

| Exhibit No. | Description of Document  |
|-------------|--|
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Alexander's, Inc.  
Park 80 West, Plaza II  
Saddle Brook, New Jersey 07663

Ladies and Gentlemen:

We have acted as counsel for Alexander's, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of the Company filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), with respect to 700,000 shares (the "Shares") of common stock, par value \$1.00 per share, of the Company (the "Common Stock"), to be issued from time to time pursuant to the Alexander's, Inc. Omnibus Stock Plan (the "Plan").

In so acting, we have examined the Registration Statement and we have also examined and relied as to factual matters upon the representations and warranties contained in originals, or copies certified or otherwise identified to our satisfaction, of such documents, records, certificates and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

The opinion expressed below is limited to the law of the State of New York, the General Corporation Law of Delaware and the federal law of the United States, and we do not express any opinion herein concerning any other law.

Based upon the foregoing and having regard for such legal considerations as we have deemed relevant, we are of the opinion that the Shares have been duly authorized by the Company and, when (a) issued and delivered by the Company in accordance with the terms of the Plan and (b) paid for in full in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

Alexander's, Inc.

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May 27, 1998

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Shearman & Sterling

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement on Form S-8 relating to the Alexander's, Inc.'s Omnibus Stock Plan of our report dated March 17, 1998, appearing in the Annual Report on Form 10-K of Alexander's Inc. for the year ended December 31, 1997, and our report dated February 6, 1998, appearing in Alexander's Annual Report on Form 10-K of Kings Plaza Shopping Center and Marina for the year ended December 31, 1997.

/s/ Deloitte & Touche LLP

Parsippany, New Jersey  
May 27, 1998