

HELEN OF TROY LTD

Form S-8 POS

January 15, 2009

As filed with the Securities and Exchange Commission on January 15, 2009.

Registration No. 333-11181

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 1

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

HELEN OF TROY LIMITED

(Exact name of registrant as specified in its charter)

BERMUDA

(State or other jurisdiction of incorporation or organization)

74-2692550

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

Clarendon House

Church Street

Hamilton, Bermuda

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(Address, including Zip Code, of Principal Executive Offices)

Helen of Troy Limited

1995 Non-Employee Director Stock Option Plan

(Full title of the plan)

Vincent D. Carson

C/O Helen of Troy L.P.

One Helen of Troy Plaza

El Paso, Texas 79912

(Name and address of agent for service)

(915) 225-8000

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

with a copy to:

W. Crews Lott

Baker & McKenzie LLP

2001 Ross Avenue, Suite 2300

Dallas, Texas 75201

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

| | | | |
|---|-----------------------|---------------------------|----------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer | <input checked="" type="radio"/> |
| Non-accelerated filer (Do not check if a smaller reporting company) | <input type="radio"/> | Smaller reporting company | <input type="radio"/> |

DEREGISTRATION OF SHARES

Helen of Troy Limited (the Company) is filing this Post-Effective Amendment (the Post-Effective Amendment) in order to withdraw and remove from registration the unissued and unsold common shares of the Company previously registered by the Company pursuant to its Registration Statement on Form S-8 (File No. 333-11181) (the Registration Statement), which relates to the Company s 1995 Non-Employee Director Stock Option Plan, which has expired.

This Post-Effective Amendment hereby amends the Registration Statement to deregister the unissued and unsold common shares of the Company registered under the Registration Statement; provided that common shares will remain available for issuance and sale upon the exercise of outstanding options that were granted under the plan prior to its expiration. As a result of this deregistration, no common shares of the Company remain registered for sale pursuant to the Registration Statement, except as provided above.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 El Paso, State of Texas, on this 13th day of January, 2009.

HELEN OF TROY LIMITED

By: /s/ Gerald J. Rubin
Gerald J. Rubin
Chairman of the Board, Chief Executive Officer
and President (Principal 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 and on the date indicated.

| NAME | TITLE | DATE |
|--|---|------------------|
| /s/ Gerald J. Rubin Gerald J. Rubin | Chairman of the Board, Chief Executive Officer, President and Director (Principal Executive Officer) | January 13, 2009 |
| /s/ Thomas J. Benson Thomas J. Benson | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | January 13, 2009 |
| /s/ Richard J. Oppenheim Richard J. Oppenheim | Financial Controller (Principal Accounting Officer) | January 13, 2009 |
| /s/ Gary B. Abromovitz Gary B. Abromovitz | Director | January 13, 2009 |
| /s/ John B. Butterworth John B. Butterworth | Director | January 13, 2009 |
| /s/ Timothy F. Meeker Timothy F. Meeker | Director | January 13, 2009 |
| /s/ Byron H. Rubin Byron H. Rubin | Director | January 13, 2009 |

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/s/ Stanlee N. Rubin
Stanlee N. Rubin

Director

January 13, 2009

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/s/ Adolpho R. Telles
Adolpho R. Telles

Director

January 13, 2009

/s/ Darren G. Woody
Darren G. Woody

Director

January 13, 2009