

As filed with the Securities and Exchange Commission on February 3, 2000

Registration Statement 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  
-----

UNIFIRST CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MASSACHUSETTS  
(STATE OF INCORPORATION)

04-2103460  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

68 JONSPIN ROAD  
WILMINGTON, MA 01887  
578-658-8888  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

UNIFIRST CORPORATION 1996 STOCK INCENTIVE PLAN  
(FULL TITLE OF THE PLAN)  
-----

RONALD D. CROATTI  
VICE CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER  
UNIFIRST CORPORATION  
68 JONSPIN ROAD  
WILMINGTON, MA 01887  
578-658-8888

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE)

-----  
With a copy to:

RAYMOND C. ZEMLIN, P.C.  
GOODWIN, PROCTER & HOAR LLP  
EXCHANGE PLACE  
BOSTON, MASSACHUSETTS 02109-2881  
(617) 570-1000  
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#### CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amounts to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.10 per share	150,000	\$11.78	\$1,767,000	\$467.00

- (1) This Registration Statement also relates to such indeterminate number of additional shares of UniFirst Corporation Common Stock as may be required pursuant to the 1996 Stock Incentive Plan in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock under the plan or other similar event.

- (2) This estimate is made pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act") solely for the purposes of determining the amount of the registration fee. The registration fee is based upon the average of the high and low prices for the Registrant's Common Stock, par value \$0.10 per share, as reported on the New York Stock Exchange on January 27, 2000.
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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. PLAN INFORMATION.\*

Item 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.\*

\* Information required by Part I to be contained in the Section 10(a) Prospectuses is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the "Securities Act") and the Introductory Note to Part I of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

UniFirst Corporation (the "Registrant") hereby incorporates by reference the following documents that have previously been filed with the Securities and Exchange Commission:

- (a) the Registrant's annual report on Form 10-K, as filed with the Securities and Exchange Commission on November 24, 1999;
- (b) the Registrant's quarterly report on Form 10-Q, as filed with the Securities and Exchange Commission on January 11, 2000.
- (c) the Registrant's Proxy Statement for the January 11, 2000, Annual Meeting, as filed with the Securities and Exchange Commission on December 2, 1999; and
- (d) the description of the Registrant's Common Stock contained in the Registration Statement on Form S-3 (File No. 333-46131), as filed with the Securities and Exchange Commission on February 12, 1998.

In addition, all documents subsequently filed with the Securities and Exchange Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment hereto that indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any subsequently filed document which also is incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. DESCRIPTION OF SECURITIES.

Not Applicable.

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Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not Applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 67 of the Business Corporation Law of The Commonwealth of Massachusetts ("BCL") provides that indemnification of directors, officers, employees or other agents may be provided by a corporation in its (a) Articles of Organization, (b) its by-laws or (c) by a vote of the Board of Directors. Section 13(b)(1 1/2) of the BCL provides that the Articles of Organization may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of the BCL, or (iv) with respect to any transaction from which the Director derived an improper personal benefit.

Article 6A of the Registrant's Restated Articles of Organization, as amended (the "Articles"), provides for indemnification by the Registrant of its directors, officers and certain non-officer employees (including officers and certain non-officer employees of subsidiaries) under certain circumstances against expenses (including attorneys fees, judgments, fines and amounts paid in settlement) reasonably incurred in connection with the defense or settlement of any threatened, pending or completed legal proceeding in which any such person is involved by reason of the fact that such person is or was a director, an officer or an employee of the Registrant, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Registrant. Article 6G of the Articles provides that no director of the Registrant shall be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that Article 6G shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of the BCL, or (iv) with respect to any transaction from which the director derived an improper personal benefit.

The Company carries directors' and officers' liability insurance covering its directors and officers.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

Item 8. EXHIBITS.

The following is a complete list of exhibits filed as part of this Registration Statement.

EXHIBITS

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|------|--|
| 5.1  | Opinion of Goodwin, Procter & Hoar LLP as to the legality of the securities being registered |
| 23.1 | Consent of Goodwin, Procter & Hoar LLP (included in Exhibit 5.1)                             |
| 23.2 | Consent of Arthur Andersen LLP   |
| 24.1 | Powers of Attorney (included on signature pages to this Registration Statement)              |

- (a) The undersigned Registrant hereby undertakes:

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(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act; and

(ii) To reflect in the prospectus any acts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) herein do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the undersigned Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(2) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, UniFirst

Corporation 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 Wilmington, Massachusetts, on this 31st day of January, 2000.

UniFirst Corporation

By: /s/ Ronald D. Croatti

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Ronald D. Croatti  
Vice Chairman, President and Chief  
Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Ronald D. Croatti such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and 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 each 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

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 dates indicated.

SIGNATURE	TITLE	DATE
/s/ Ronald D. Croatti ----- Ronald D. Croatti	Vice Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	January 31, 2000
/s/ John B. Bartlett ----- John B. Bartlett	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 31, 2000
/s/ Aldo Croatti ----- Aldo Croatti	Chairman of the Board	January 31, 2000
/s/ Cynthia Croatti ----- Cynthia Croatti	Director and Treasurer	January 31, 2000
/s/ Albert Cohen ----- Albert Cohen	Director	January 31, 2000
/s/ Donald J. Evans ----- Donald J. Evans	Director	January 31, 2000
/s/ Reynold L. Hoover -----	Director	January 31, 2000

EXHIBIT INDEX

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23.2	Consent of Arthur Andersen LLP
24.1	Powers of Attorney (included on signature pages to this Registration Statement)

GOODWIN, PROCTER & HOAR LLP  
One Exchange Place  
Boston, Massachusetts 02109

February 3, 2000

UniFirst Corporation  
68 Jonspin Road  
Wilmington, MA 01887

Re: Registration Statement On Form S-8  
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Ladies and Gentlemen:

This opinion is delivered in our capacity as counsel to UniFirst Corporation, a Massachusetts corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), of a Registration Statement on Form S-8 (the "Registration Statement") relating to 150,000 shares of Common Stock, par value \$0.10 per share (the "Registered Shares"), which the Company may issue pursuant to the UniFirst Corporation 1996 Stock Incentive Plan (the "Plan").

As counsel for the Company, we have examined a copy of the Plan and the Company's Restated Articles of Incorporation, as amended, and the By-laws, each as presently in effect, and such records, certificates and other documents of the Company as we have deemed necessary or appropriate for the purposes of this opinion.

We are attorneys admitted to practice in The Commonwealth of Massachusetts. We express no opinion concerning the laws of any jurisdiction other than the laws of the United States of America and The Commonwealth of Massachusetts.

Based on the foregoing, we are of the opinion that upon the issuance and delivery of the Registered Shares against payment therefor in accordance with the terms of the Plan and any agreement thereunder, the Registered Shares will be legally issued, fully paid and non-assessable shares of the Company's Common Stock under the Business Corporation Law of The Commonwealth of Massachusetts.

The foregoing assumes all requisite steps will be taken to comply with the requirements of the Act, applicable requirements of state laws regulating the offer and sale of securities and applicable requirements of the New York Stock Exchange.

We hereby consent to being named as counsel to the Company in the Registration Statement and to the inclusion of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ GOODWIN, PROCTER & HOAR LLP

GOODWIN, PROCTER & HOAR LLP

EXHIBIT 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS  
ARTHUR ANDERSEN LLP

To UniFirst Corporation:

As independent public accountants, we hereby consent to the incorporation of our reports dated November 2, 1999, incorporated by reference or included in this Form S-8, into the Company's previously filed Registration Statement File No. 33-60781.

/s/ Arthur Andersen LLP

Arthur Andersen LLP  
February 2, 2000