

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

UNIFIRST CORPORATION

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

04-2103460
(I.R.S. Employer
Identification No.)

**68 Jonspin Road
Wilmington, MA 01887**
(Address of principal executive offices) (Zip Code)

UniFirst Corporation Amended and Restated 2010 Stock Option and Incentive Plan
(Full title of the plan)

**Ronald D. Croatti
President and Chief Executive Officer
UniFirst Corporation
68 Jonspin Road
Wilmington, MA 01887**
(Name and address of agent for service)

(978) 658-8888
(Telephone number, including area code, of agent for service)

With copy to:
**Raymond C. Zemlin
Goodwin Procter LLP
Exchange Place
Boston, Massachusetts 02109
(617) 570-1000**

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 ☒

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)(2) | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price (3) | Amount of registration fee |
|---|---------------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$0.10 per share | 750,000 shares | \$121.16 | \$90,870,000 | \$10,560 |

- (1) This Registration Statement relates to 750,000 shares of Common Stock, par value \$0.10 per share ("Common Stock"), of UniFirst Corporation (the "Company") available for issuance under the UniFirst Corporation Amended and Restated 2010 Stock Option and Incentive Plan (the "Plan"), plus such indeterminate number of additional shares of Common Stock that may be issued in connection with stock splits, stock dividends, recapitalizations or similar transactions.
 - (2) The Company previously filed a registration statement on Form S-8 on October 24, 2011 (File No. 333-177485) registering the issuance of 600,000, shares of Common Stock under the Plan. By filing this Registration Statement in accordance with Instruction E to Form S-8, the Company registers the issuance of the 750,000 additional shares of Common Stock approved for issuance under the Plan at the Annual Meeting of Shareholders held on January 13, 2015.
 - (3) Calculated solely for the purpose of computing the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the "Securities Act"), based on the average of the high and the low sales prices of the Company's Common Stock as reported on the New York Stock Exchange on April 7, 2015.
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EXPLANATORY NOTE

The Company previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission on October 24, 2011 (SEC File No. 333-177485) in connection with the registration of 600,000 shares of the Company's Common Stock available for issuance under the Plan (the "Original Filing"). This Registration Statement registers an additional 750,000 shares of the Company's Common Stock to be issued pursuant to the Plan. The contents of the Original Filing, as updated by the information set forth below, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| 4.1 | Restated Articles of Organization (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on July 5, 2006 and incorporated herein by reference) |
| 4.2 | Articles of Amendment dated January 13, 1988 (previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K on July 5, 2006 and incorporated herein by reference) |
| 4.3 | Articles of Amendment dated January 21, 1993 (previously filed as Exhibit 3.3 to the Registrant's Current Report on Form 8-K on July 5, 2006 and incorporated herein by reference) |
| 4.4 | By-laws (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on January 10, 2008 and incorporated herein by reference) |
| 4.5 | Specimen Stock Certificate for Shares of Common Stock (previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K on July 5, 2006 and incorporated herein by reference) |
| 4.6 | UniFirst Corporation Amended and Restated 2010 Stock Option and Incentive Plan (previously filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A on December 2, 2014 and incorporated herein by reference) |
| 4.7 | Form of Stock Appreciation Right Award Agreement for Company Employees under the UniFirst Corporation 2010 Stock Option and Incentive Plan (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K on January 14, 2011 and incorporated herein by reference) |
| 4.8 | Form of Stock Appreciation Right Agreement for Non-Employee Directors under the UniFirst Corporation 2010 Stock Option and Incentive Plan (previously filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K on January 14, 2011 and incorporated herein by reference) |
| 4.9 | Form of Non-Qualified Stock Option Agreement for Company Employees under the UniFirst Corporation 2010 Stock Option and Incentive Plan (previously filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K on January 14, 2011 and incorporated herein by reference) |
| 4.10 | Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the UniFirst Corporation 2010 Stock Option and Incentive Plan (previously filed as Exhibit 10.5 to the Registrant's Current Report on Form 8-K on January 14, 2011 and incorporated herein by reference) |
| 5.1* | Opinion of Goodwin Procter LLP |
| 23.1* | Consent of Ernst & Young LLP |
| 23.2* | Consent of Goodwin Procter LLP (included in Exhibit 5.1) |
| 24.1* | Power of Attorney (included as part of the signature page to this Registration Statement) |

* Filed herewith.

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 Town of Wilmington, Commonwealth of Massachusetts, on April 10, 2015.

UNIFIRST CORPORATION

By: /s/ Ronald D. Croatti

Ronald D. Croatti

Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Ronald D. Croatti and Steven S. Sintros, and each of them, such person's true and lawful attorneys-in-fact and agents 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 date indicated.

| | | |
|---|---|----------------|
| <u>/s/ Ronald D. Croatti</u> Ronald D. Croatti | Chairman, Chief Executive Officer and President (Principal Executive Officer) | April 10, 2015 |
| <u>/s/ Steven S. Sintros</u> Steven S. Sintros | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | April 10, 2015 |
| <u>/s/ Cynthia Croatti</u> Cynthia Croatti | Director | April 10, 2015 |
| <u>/s/ Phillip L. Cohen</u> Phillip L. Cohen | Director | April 10, 2015 |
| <u>/s/ Kathleen M. Camilli</u> Kathleen M. Camilli | Director | April 10, 2015 |
| <u>/s/ Donald J. Evans</u> Donald J. Evans | Director | April 10, 2015 |
| <u>/s/ Michael Iandoli</u> Michael Iandoli | Director | April 10, 2015 |
| <u>/s/ Thomas S. Postek</u> Thomas S. Postek | Director | April 10, 2015 |

INDEX TO EXHIBITS

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* Filed herewith

[Goodwin Procter LLP Letterhead]

April 10, 2015

UniFirst Corporation
68 Jonspin Road
Wilmington, MA 01887

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 750,000 shares (the "Shares") of Common Stock, par value \$0.10 per share ("Common Stock"), of UniFirst Corporation, a Massachusetts corporation (the "Company"), that may be issued pursuant to the Company's Amended and Restated 2010 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to Massachusetts law.

For purposes of the opinion set forth below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2010 Stock Option and Incentive Plan of UniFirst Corporation of our reports dated October 29, 2014, with respect to the consolidated financial statements and schedule of UniFirst Corporation, and the effectiveness of internal control over financial reporting of UniFirst Corporation, included in its Annual Report (Form 10-K) for the year ended August 30, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
April 9, 2015