SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended November 25, 2000 — Commission File Number 1-8504

UNIFIRST CORPORATION
(Exact name of registrant as specified in its charter)

Massachusetts (State of Incorporation) — 04-2103460 (IRS Employer ID Number)

68 Jonspin Road
Wilmington, Massachusetts 01887
(Address of principal executive offices)

Registrant's telephone number: (978) 658-8888

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X]   No [ ]

The number of outstanding shares of the registrant's Common Stock and Class B Common Stock as of January 3, 2001 were 9,096,834 and 10,243,744 respectively.

Introductory Note

UniFirst Corporation (the "Company" or "UniFirst") hereby amends and restates in its entirety the Company's Quarterly Report on Form 10-Q for the first quarter ended November 25, 2000 filed with the Securities and Exchange Commission on January 9, 2001. This form 10-Q/A is being filed to include restated financial information and disclosures relating to the Company's accounting restatement announced on June 26, 2001 relating to the implementation of Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended, which became effective for the Company in fiscal 2001. The specific items amended to reflect the impact of the accounting restatement are Items 1, 2 and 3 below.

PART 1 - FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
FORM 10-Q/A
UNIFIRST CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)

(In thousands, except per share data)	(As restated) November 25, 2000	August 26, 2000*	November 27, 1999
Assets			
Current assets:			
Cash	$ 4,486	$ 7,137	$ 2,101

Receivables	61,701	54,015	57,986
Inventories	27,095	27,598	22,055
Rental merchandise in service	60,937	59,256	57,688
Prepaid expenses	313	299	205
Total current assets	154,532	148,305	140,035
Property and equipment:			
Land, buildings and leasehold improvements	197,072	194,619	180,736
Machinery and equipment	208,086	205,883	196,343
Motor vehicles	54,535	53,535	49,686
	459,693	454,037	426,765
Less - accumulated depreciation	196,998	191,704	179,480
	262,695	262,333	247,285
Other assets	89,294	89,512	88,677
	$ 506,521	$ 500,150	$ 475,997
Liabilities and Shareholders' Equity			
Current liabilities:			
Current maturities of long-term obligations	$ 1,804	$ 1,903	$ 1,619
Notes payable	964	1,118	2,394
Accounts payable	19,543	19,718	18,277
Accrued liabilities	51,477	47,170	49,547
Accrued and deferred income taxes	15,004	12,294	10,205
Total current liabilities	88,792	82,203	82,042
Long-term obligations, net of current maturities	120,196	124,735	114,172
Deferred income taxes	22,305	22,040	20,931
Shareholders' equity:			
Preferred stock, $1.00 par value; 2,000,000 shares authorized; none issued	--	--	--
Common stock, $.10 par value; 30,000,000 shares authorized; issued 10,499,634 shares	1,051	1,050	1,050
Class B Common stock, $.10 par value; 20,000,000 shares authorized; issued and outstanding 10,243,744 shares	1,025	1,026	1,026
Treasury stock, 1,271,800 shares, at cost	(21,779)	(20,049)	(20,049)
Capital surplus	12,438	12,438	12,438
Retained earnings	284,853	278,676	266,250
Accumulated other comprehensive income	(2,360)	(1,969)	(1,863)
Total shareholders' equity	275,228	271,172	258,852
	$ 506,521	$ 500,150	$ 475,997

* Condensed from audited financial statements

The accompanying notes are an integral part of these condensed consolidated financial statements.

FORM 10-Q/A
UNIFIRST CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

(In thousands, except per share data)	(As restated) Thirteen weeks ended November 25, 2000	Thirteen weeks ended November 27, 1999
Revenues	$141,009	$131,790
Costs and expenses:		
Operating costs	86,749	81,839
Selling and administrative expenses	31,159	31,023
Depreciation and amortization	9,166	8,531
	127,074	121,393
Income from operations	13,935	10,397

Other expense (income):		
Interest expense	2,630	1,709
Interest income	(220)	(119)
Interest rate swap expense	515	-
	2,925	1,590
Income before income taxes	11,010	8,807
Provision for income taxes	4,184	3,347
Net income	$6,826	$5,460
Weighted average number of shares outstanding - basic & diluted	19,620	19,690
Net income per share - basic & diluted	$0.35	$0.28

The accompanying notes are an integral part of these condensed consolidated financial statements.

FORM 10-Q/A
UNIFIRST CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(In thousands)	(As restated) Thirteen weeks ended November 25, 2000	Thirteen weeks ended November 27, 1999
Cash flows from operating activities:		
Net Income	$6,826	$5,460
Adjustments:		
Depreciation	7,427	6,933
Amortization of other assets	1,739	1,598
Intrest rate swap expense	515	--
Changes in assets and liabilities, net of acquisitions:		
Receivables	(7,818)	(6,157)
Inventories	422	5,327
Rental merchandise in service	(1,820)	(1,894)
Prepaid expenses	(15)	(6)
Accounts payable	(113)	507
Accrued liabilities	3,816	2,878
Accrued and deferred income taxes	2,752	2,434
Deferred income taxes	293	234
Net cash provided by operating activities	14,024	17,314
Cash flows from investing activities:		
Acquisition of businesses, net of cash acquired	-	(533)
Capital expenditures	(8,169)	(11,875)
Increase in other assets	(1,335)	(3,246)
Net cash used in investing activities	(9,504)	(15,654)
Cash flows from financing activities:		
Increase in debt	-	3,090
Reduction of debt	(4,792)	(1,435)
Repurchase of common stock	(1,730)	(3,466)
Cash dividends	(649)	(660)
Net cash used in financing activities	(7,171)	(2,471)
Net decrease in cash	(2,651)	(811)
Cash at beginning of period	7,137	2,912
Cash at end of period	$4,486	$2,101

Supplemental disclosure of cash flow information:

Interest paid	$1,571	$1,642
Income taxes paid	1,208	651

The accompanying notes are an integral part of these condensed consolidated financial statements.

FORM 10-Q/A
UNIFIRST CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THIRTEEN WEEKS ENDED NOVEMBER 25, 2000

1. These condensed consolidated financial statements have been prepared by the Company without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations; however, the Company believes that the information furnished reflects all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary to a fair statement of results for the interim period. It is suggested that these condensed consolidated financial statements should be read in conjunction with the financial statements and the notes, thereto, included in the Company's latest annual report on Form 10-K. Results for an interim period are not indicative of any future interim periods or for an entire fiscal year.

2. From time to time, the Company is subject to legal proceedings and claims arising from the conduct of its business operations, including legal proceedings and claims relating to personal injury, customer contract, employment and environmental matters. In the opinion of management, such proceedings and claims are not likely to result in losses which would have a material adverse effect upon the financial position or results of operations of the Company.

3. The components of comprehensive income for the thirteen week periods ended November 25, 2000 and November 27, 1999 were as follows:

(in thousands)	(As restated) Thirteen weeks ended November 25, 2000	Thirteen weeks ended November 27, 1999
Net income	$6,826	$5,460
Other comprehensive income:		
Foreign currency translation adjustments	(391)	85
Comprehensive income	$6,435	$5,545

4. Net income per share is calculated using the weighted average number of common and dilutive potential common shares outstanding during the year. Anti-dilutive shares of 113,500 for the thirteen weeks ended November 25, 2000 have been excluded from the weighted average number of common and dilutive potential common shares outstanding.

5. Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended ("SFAS 133"),

establishes standards for accounting and reporting derivative instruments, including certain derivative instruments embedded in other contracts, (collectively referred to as derivatives) and for hedging activities. Effective August 27, 2000, the Company adopted SFAS 133. The Company has entered into interest rate swap agreements to manage its exposure to movements in interest rates on its variable rate debt. The swap agreements are cash flow hedges and are used to manage exposure to interest rate movement by effectively changing the variable rate to a fixed rate. Such instruments are matched with underlying borrowings. SFAS 133 eliminates special hedge accounting if a swap agreement does not meet certain criteria, thus requiring the Company to reflect all changes in the fair value of the swap agreement in earnings in the period of the change. Since the Company's current swap agreement does not meet the required criteria necessary to use special hedge accounting, the Company recorded a $0.5 million charge, for the quarter ended November 25, 2000, through other expense, as a result of the change in the fair value of the swap agreement.

6. The Company has restated the results of its operations for the first quarter of fiscal 2001 due to the implementation of SFAS No. 133. As previously disclosed, the Company has an interest rate swap agreement with a bank with a notional amount of $40 million and a fixed pay rate of 6.38%. This agreement matures on October 13, 2004, but allows the bank to terminate the agreement on October 15, 2002. SFAS No. 133 requires that any changes in the agreement's fair market value be reflected in earnings in the period of the charge. The impact of adopting this accounting standard resulted in a charge of $0.5 million in the fiscal 2001 first quarter. This charge is reflected in the Condensed Consolidated Statements of Income in the Other expense (income) section, and reduced earnings per share by $.01 in the first quarter.

The effect of the restatement is shown in the table below:

	Thirteen weeks ended November 25, 2000
Net income as previously reported	$7,145
Impact of restatement for:	
SFAS No. 133	(515)
Provision for income taxes	196
Net income as restated	$6,826

As a result of the foregoing factors, the Company's first quarter fiscal 2001 condensed consolidated financial statements have been restated from the amounts previously reported. The principal effects of these items on the accompanying financial statements are set forth below:

	THIRTEEN WEEKS ENDED NOVEMBER 25, 2000 AS PREVIOUSLY REPORTED	NOVEMBER 25, 2000 AS RESTATED
Interest rate swap expense	$ --	$ 515
Income before income taxes	11,525	11,010
Provision for income taxes	4,380	4,184
Net income	$ 7,145	$ 6,826
Net income per share-basic & diluted	$ 0.36	$ 0.35

AS OF NOVEMBER 25, 2000

	AS PREVIOUSLY REPORTED	AS RESTATED
Accrued liabilities	$ 50,962	$ 51,477
Accrued and deferred income taxes	15,186	15,004
Total current liabilities	88,459	88,792
Deferred income taxes	22,319	22,305
Retained earnings	285,172	284,853
Total shareholders' equity	275,547	275,228

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

FOR THE THIRTEEN WEEKS ENDED NOVEMBER 25, 2000

RESULTS OF OPERATIONS

THIRTEEN WEEKS OF FISCAL 2001 COMPARED WITH THIRTEEN WEEKS OF FISCAL 2000

REVENUES. Fiscal 2001 first quarter revenues increased $9.2 million or 7.0% to $141.0 million as compared with $131.8 million for the fiscal 2000 first quarter. This increase can be attributed to growth from existing operations (5.7%), price increases (1.0%) and acquisitions (.3%). Growth from existing operations was primarily from the conventional uniform rental business (3.6%) and from the nuclear garment services business (2.1%). The increase in revenues from acquisitions resulted from one acquisition made in fiscal 2000.

OPERATING COSTS. Operating costs increased to $86.7 million for the first quarter of fiscal 2001 as compared with $81.8 million for the same period of fiscal 2000 as a result of costs associated with increased revenues. As a percentage of revenues, operating costs decreased to 61.5% from 62.1% for these periods, primarily due to lower merchandise costs.

SELLING AND ADMINISTRATIVE EXPENSES. The Company's selling and administrative expenses increased to $31.2 million, or 22.1% of revenues, for the first quarter of fiscal 2001 as compared with $31.0 million, or 23.5% of revenues, for the same period in fiscal 2000. These costs were favorably impacted by a $1.1 million settlement received in a lawsuit related to the Company's nuclear garment services business. Excluding this settlement, these expenses would have been $32.3 million, or 22.9% of revenues, in the fiscal 2001 first quarter.

DEPRECIATION AND AMORTIZATION. The Company's depreciation and amortization expense increased to $9.2 million for the first quarter of fiscal 2001 as compared with $8.5 million for the same period in fiscal 2000. As a percentage of revenues, depreciation and amortization expense was 6.5% for both periods.

OTHER EXPENSE (INCOME). Net interest expense (interest expense less interest income) was $2.4 million, or 1.7% of revenues, for the first quarter of fiscal 2001 as compared with $1.6 million, or 1.2% of revenues, for the same period in fiscal 2000. The increase is primarily attributable to higher interest rates in the fiscal 2001 quarter. Interest rate swap expense was $0.5 million, or 0.4% of revenues, for the first quarter of fiscal 2001 due to the implementation of Statement of Financial Accounting Standard (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended. See Note 6 for a further discussion of the impact of this change.

INCOME TAXES. The Company's effective income tax rate was 38.0% for both the first quarter of fiscal 2001 and the first quarter of fiscal 2000.

LIQUIDITY AND CAPITAL RESOURCES

Shareholders' equity at November 25, 2000 was $275.2 million, or 69.3% of total capitalization.

During the thirteen weeks ended November 25, 2000 net cash provided by operating activities ($14.0 million) was primarily used for capital expenditures ($8.2 million), debt repayment ($4.8 million) and repurchase of common stock ($1.7 million).

The Company had $4.5 million in cash and $39.4 million available on its $170 million unsecured line of credit with a syndicate of banks as of November 25, 2000. The Company believes its generated cash from operations and its borrowing capacity will adequately cover its foreseeable capital requirements.

SEASONALITY

Historically, the Company's revenues and operating results have varied from quarter to quarter and are expected to continue to fluctuate in the future. These fluctuations have been due to a number of factors, including: general economic conditions in the Company's markets; the timing of acquisitions and of commencing start-up operations and related costs; the effectiveness of integrating acquired businesses and start-up operations; the timing of nuclear plant outages; capital expenditures; seasonal rental and purchasing patterns of the Company's customers; and price changes in response to competitive factors. In addition, the Company's operating results historically have been lower during the second and fourth fiscal quarters than during the other quarters of the fiscal year. The operating results for any historical quarter are not necessarily indicative of the results to be expected for an entire fiscal year or any other interim periods.

EFFECTS OF INFLATION

Inflation has had the effect of increasing the reported amounts of the Company's revenues and costs. The Company uses the last-in, first-out (LIFO) method to value a significant portion of inventories. This method tends to reduce the amount of income due to inflation included in the Company's results of operations. The Company believes that, through increases in its prices and productivity improvements, it has been able to recover increases in costs and expenses attributable to inflation.

SAFE HARBOR FOR FORWARD LOOKING STATEMENTS

Forward looking statements contained in this quarterly report are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995 and are highly dependent upon a variety of important factors that could cause actual results to differ materially from those reflected in such forward looking statements. Such factors include uncertainties regarding the transfer of the Company's manufacturing facilities to new facilities in Mexico, the Company's ability to consummate and successfully integrate acquired businesses, uncertainties regarding any existing or newly-discovered expenses and liabilities related to environmental compliance and remediation, the Company's ability to compete successfully without any significant degradation in its margin rates, seasonal fluctuations in business levels, uncertainties regarding the price levels of natural gas, electricity and fuel, control of the Company by the Croatti family and general economic conditions. When used in this quarterly report, the words "intend," "anticipate," "believe," "estimate," and "expect" and similar expressions as they relate to the Company are included to identify such forward looking statements.

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TEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Foreign Currency Exchange Risk

Management has determined that all of the Company's foreign subsidiaries operate primarily in local currencies that represent the functional currencies of the subsidiaries. All assets and liabilities of foreign subsidiaries are translated into U.S. dollars using the exchange rate prevailing at the balance sheet date, while income and expense accounts are translated at average exchange rates during the year. As such, the Company's operating results are affected by fluctuations in the value of the U.S. dollar as compared to currencies in foreign countries, as a result of the Company's transactions in these foreign markets. The Company does not operate a hedging program to mitigate the effect of a significant rapid change in the value of the Dutch Guilder or the Canadian Dollar as compared to the U.S. dollar. If such a change did occur, the Company would have to take into account a currency exchange gain or loss in the amount of the change in the U.S. dollar denominated balance of the amounts outstanding at the time of such change. While the Company does not believe such a gain or loss is likely, and would not likely be material, there can be no assurance that such a loss would not have an adverse material effect on the Company's results of operations or financial condition.

Interest Rate Risk

The Company is exposed to market risk from changes in interest rates which may adversely affect its financial position, results of operations and cash flows. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposures through its regular operating and financing activities. In fiscal 2000 the Company entered into an interest rate swap agreement with a bank, notional amount $40 million, maturing October 13, 2004. The Company pays a fixed rate of 6.38% and receives a variable rate tied to the LIBOR rate. As of November 25, 2000 the variable rate was 6.80%. On October 15, 2002, the bank has the option to terminate the swap agreement without further obligation to make payments to the Company. See Note 6 for a discussion of the fair market value of the Company's interest rate swap agreement.

The Company is exposed to interest rate risk primarily through its borrowings under its $170 million unsecured line of credit with a syndicate of banks. Under the line of credit, the Company may borrow funds at variable interest rates based on the Eurodollar rate or the bank's money market rate, as selected by the Company. As of November 25, 2000 and November 27, 1999, the fair market value of the Company's outstanding debt approximates its carrying value.

PART II - OTHER INFORMATION

FORM 10-Q/A
UNIFIRST CORPORATION AND SUBSIDIARIES

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits: None

(b) Reports on Form 8-K: None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf of the undersigned thereunto duly authorized.

UNIFIRST CORPORATION

/s/ RONALD D. CROATTI

Ronald D. Croatti
President and Chief Executive Officer

Date: July 10, 2001

/s/ JOHN B. BARTLETT

John B. Bartlett
Senior Vice President
and Chief Financial Officer