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HELEN OF TROY LTD
Form S-8
March 14, 2003

As filed with the Securities and Exchange Commission on March 14, 2003.
Registration No. 333-_____

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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
(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:
Daniel W. Rabun
Baker & McKenzie
2001 Ross Avenue, Suite 2300
Dallas, Texas 75201

CALCULATION OF REGISTRATION FEE

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE

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Common Stock, par value \$.10 per share(1)	500,000	\$12.09(2)	\$6,045,000(2)
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Preference Share Purchase Rights	500,000 rights	N/A	N/A
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- (1) Shares of common stock of Helen of Troy Limited (the "Company"), \$.10 par value per share (the "Common Stock"), being registered hereby relate to the Helen of Troy Limited 1995 Non-Employee Director Stock Option Plan (the "Director Plan"). Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended, there are also being registered such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Director Plan.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) promulgated under the Securities Act of 1933, as amended, on the basis of the average of the high and low sale prices of the common stock on the NASDAQ National Market System on March 12, 2003.

- (3) In accordance with Rule 457(g) under the Securities Act of 1933, as amended, no additional registration fee is required in respect of the preference share purchase rights.

INCORPORATION BY REFERENCE

The 500,000 shares of Common Stock being registered hereby shall be issued under the Director Plan, which was amended as of August 27, 2002, to increase the number of shares of Common Stock available for issuance under the Director Plan. Pursuant to Instruction E of Form S-8, the contents of the Company's Registration Statement on Form S-8 as filed with Securities and Exchange Commission on August 30, 1996, Registration No. 333-11181, are incorporated by reference herein.

Item 8. Exhibits.

The following are filed as exhibits to this registration statement:

Exhibit No.	Description
4.1	Memorandum of Association of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on December 30, 1993 (Reg. No. 33-73594)).
4.2	Bye-Laws of the Company, as amended (incorporated herein by reference from Exhibit 3.2 to the Company's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on December 30, 1993 (Reg. No. 33-73594)).
4.3	Helen of Troy Limited 1995 Non-Employee Director Stock Option Plan (incorporated herein by reference from Exhibit 4.3 to the

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Company's Registration Statement on Form S-8 (Reg. No. 333-11181)).

- 5 Opinion of Conyers Dill & Pearman.*
- 10.1 Third Amendment to Helen of Troy Limited 1995 Non-Employee Director Stock Option Plan.*
- 23.1 Consent of Conyers Dill & Pearman (See Exhibit 5).*
- 23.2 Consent of KPMG LLP.*
- 24 Power of Attorney (included on the signature page of the Registration Statement).*

* filed herewith

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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 12th day of March, 2003.

HELEN OF TROY LIMITED

By: /s/ Gerald J. Rubin

Gerald J. Rubin
Chairman of the Board, Chief Executive Officer and
President (Principal Executive Officer)

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POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes Gerald J. Rubin to file one or more amendments (including post-effective amendments) to this registration statement, which amendments may make such changes in this registration statement as each of them deems appropriate, and each such person hereby appoints Gerald J. Rubin as attorney-in-fact to execute in the name and on behalf of the Company and any such person, individually and in each capacity stated below, any such amendments to this registration statement.

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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)	March
/s/ Russell G. Gibson ----- RUSSELL G. GIBSON	Senior Vice-President, Finance, and Chief Financial Officer (Principal Financial and Accounting Officer)	March
/s/ Stanlee N. Rubin ----- STANLEE N. RUBIN	Director	March
/s/ Christopher L. Carameros ----- CHRISTOPHER L. CARAMEROS	Director	March
/s/ Byron H. Rubin ----- BYRON H. RUBIN	Director	March
/s/ John B. Butterworth ----- JOHN B. BUTTERWORTH	Director	March

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EXHIBIT INDEX

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