

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  
(978) 658-8888  
(Address of Principal Executive Offices)

UNIFIRST CORPORATION 1996 STOCK INCENTIVE PLAN  
(Full title of the Plan)

RONALD D. CROATTI  
Chairman, President and Chief Executive Officer  
UniFirst Corporation  
68 Jonspin Road  
Wilmington, MA 01887  
(978) 658-8888  
(Name, Address and Telephone Number Including Area Code, of Agent for Service)

With a copy to:  
RAYMOND C. ZEMLIN, P.C.  
Goodwin Procter LLP  
Exchange Place  
Boston, Massachusetts 02109-2881  
(617) 570-1000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.10 per share	300,000	\$22.025	\$6,607,500	\$607.89

- (1) This Registration Statement covers 300,000 additional shares of Common Stock of UniFirst Corporation which may be offered or sold pursuant to the UniFirst Corporation 1996 Stock Incentive Plan. On February 3, 2000, UniFirst Corporation filed a registration statement under registration number 333-96097 with respect to 150,000 shares of Common Stock offered or sold pursuant to the UniFirst Corporation 1996 Stock Incentive Plan. This Registration Statement covers 300,000 additional

shares of Common Stock currently covered by the UniFirst Corporation 1996 Stock incentive Plan pursuant to an amendment to the Plan approved by stockholders of UniFirst Corporation on January 8, 2002. The Registration Statement shall also cover any additional shares of Common Stock which may become issuable under the UniFirst Corporation 1996 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock of UniFirst Corporation.

(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 purpose 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 February 6, 2002.

=====

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Pursuant to General Instruction E to Form S-8, UniFirst Corporation (the "Registrant") hereby incorporates by reference into this Registration Statement the contents of the Registration Statement filed by UniFirst Corporation under registration number 333-96097 filed on February 3, 2000.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Wilmington, Massachusetts, on February 13, 2002.

#### UNIFIRST CORPORATION

By: /s/ Ronald D. Croatti

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

#### POWER OF ATTORNEY

#### KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of UniFirst Corporation, a Massachusetts corporation, do hereby constitute and appoints Ronald D. Croatti, the lawful attorney-in fact and agent, with full power of authority to do any and all acts and things and to execute any and all instruments which said attorney and agent determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements for the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the name of the undersigned officers and directors in the capacities below to this Registration Statement, to any and all further amendments, both pre-effective and post-effective, and supplements to the Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with the Registration Statement or amendments or supplements thereof, the undersigned hereby ratifies and confirms all that said attorney and agent shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Ronald D. Croatti ----- RONALD D. CROATTI	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 13 , 2002
/s/ John B. Bartlett ----- JOHN B. BARTLETT	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 13 , 2002
/s/ Cynthia Croatti ----- CYNTHIA CROATTI	Director, Executive Vice President and Treasurer	February 13 , 2002
/s/ Albert Cohen ----- ALBERT COHEN	Director	February 13 , 2002
/s/ Anthony F. DiFillippo ----- ANTHONY F. DIFILLIPPO	Director	February 13 , 2002
/s/ Phillip L. Cohen ----- PHILLIP L. COHEN	Director	February 13 , 2002
/s/ Donald J. Evans ----- DONALD J. EVANS	Director	February 13 , 2002

#### EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT -----
5.1	Opinion of Goodwin Procter LLP as to legality of the securities being registered.
23.1	Consent of Arthur Andersen LLP
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1 hereto).
24.1	Powers of attorney (see signature page).

[Letterhead of Goodwin Procter LLP]

February 13, 2002

UniFirst Corporation  
68 Jonspin Road  
Wilmington, MA 01887

Re: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

This opinion is furnished 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 300,000 additional 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, as amended through the date hereof (the "Plan").

As counsel for the Company, we have examined a copy of the Plan and the Company's Restated Articles of Organization, 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 upon the foregoing, we are of the opinion that upon the issuance and delivery of the Registered Shares against payment therefore 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 that 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 LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS  
ARTHUR ANDERSEN LLP

To UniFirst Corporation:

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated October 31, 2001, included in UniFirst Corporation's Form 10-K for the year ended August 25, 2001 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Boston, Massachusetts  
February 7, 2002