

**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 1996 Stock 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 of process)

(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 02109-2881
(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)	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	700,000 shares	\$53.42	\$37,394,000	\$2,667

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- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock of UniFirst Corporation that become issuable under the UniFirst Corporation 1996 Stock Incentive Plan, as amended, by reason of any stock dividend, stock split 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) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act. The registration fee is based upon the average of the high and low prices of shares of Common Stock of UniFirst Corporation as reported on the New York Stock Exchange on March 26, 2010.
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INTRODUCTORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") is being filed by UniFirst Corporation (the "Registrant") for the purpose of registering an additional 700,000 shares of Common Stock, par value \$0.10 per share, which may be issued pursuant to the UniFirst Corporation 1996 Stock Incentive Plan, as amended (the "Plan"). Following the registration of the additional 700,000 shares under this Registration Statement, a total of 1,500,000 shares will be registered under the Plan.

The securities subject to this Registration Statement are of the same class as other securities for which Registration Statements on Form S-8 were previously declared effective by the Securities and Exchange Commission (the "Commission"). Accordingly, pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement, unless specified herein, the contents of the Registration Statements on Form S-8 previously filed with the Commission on: (i) February 3, 2000 (File No. 333-96097), (ii) February 13, 2002 (File No. 333-82682) and (iii) April 16, 2007 (File No. 333-142138).

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 Company'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 Company'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 Company'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 Company'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 Company's Current Report on Form 8-K on July 5, 2006 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 Wilmington, Massachusetts, on this 1st day of April, 2010.

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 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.

<u>/s/ Ronald D. Croatti</u> Ronald D. Croatti	Chairman, Chief Executive Officer and President (Principal Executive Officer)	April 1, 2010
<u>/s/ Steven S. Sintros</u> Steven S. Sintros	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 1, 2010
<u>/s/ Phillip L. Cohen</u> Phillip L. Cohen	Director	April 1, 2010
<u>/s/ Robert F. Collings</u> Robert F. Collings	Director	April 1, 2010
<u>/s/ Cynthia Croatti</u> Cynthia Croatti	Director	April 1, 2010
<u>/s/ Anthony F. DiFillippo</u> Anthony F. DiFillippo	Director	April 1, 2010
<u>/s/ Donald J. Evans</u> Donald J. Evans	Director	April 1, 2010
<u>/s/ Michael Iandoli</u> Michael Iandoli	Director	April 1, 2010
<u>/s/ Thomas S. Postek</u> Thomas S. Postek	Director	April 1, 2010

INDEX TO EXHIBITS

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* Filed herewith.

April 1, 2010

UniFirst Corporation
68 Jonspin Road
Wilmington, MA 01887

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

Ladies and Gentlemen:

This opinion letter is furnished 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 700,000 shares (the "Shares") of Common Stock, \$0.10 par value per share, of UniFirst Corporation, a Massachusetts corporation (the "Company"), that may be issued pursuant to the Company's 1996 Stock Incentive Plan, as amended (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion expressed 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 expressed below is limited to Massachusetts law.

For purposes of the opinion expressed 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 UniFirst Corporation 1996 Stock Incentive Plan of our reports dated November 12, 2009, 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 29, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
April 1, 2010