

HELEN OF TROY LTD  
Form S-8 POS  
January 14, 2009

As filed with the Securities and Exchange Commission on January 14, 2009.

Registration No. 333-67369

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Post-Effective Amendment No. 1

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**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**

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**Hamilton, Bermuda**

(Address, including Zip Code, of Principal Executive Offices)

**Helen of Troy Limited**

**1998 Employee Stock Purchase 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:**

**W. Crews Lott**

**Baker & McKenzie LLP**

**2001 Ross Avenue, Suite 2300**

**Dallas, Texas 75201**

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                                             | <input type="radio"/> | Accelerated filer         | <input checked="" type="radio"/> |
| Non-accelerated filer (Do not check if a smaller reporting company) | <input type="radio"/> | Smaller reporting company | <input type="radio"/>            |



**DEREGISTRATION OF SHARES**

Helen of Troy Limited (the Company ) is filing this Post-Effective Amendment (the Post-Effective Amendment ) in order to withdraw and remove from registration the unissued and unsold common shares of the Company previously registered by the Company pursuant to its Registration Statement on Form S-8 (File No. 333-67369) (the Registration Statement ), which relates to the Company s 1998 Employee Stock Purchase Plan, which has expired.

This Post-Effective Amendment hereby amends the Registration Statement to deregister all of the unissued and unsold common shares of the Company registered under the Registration Statement. As a result of this deregistration, no common shares of the Company remain registered for sale pursuant to the Registration Statement.

**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 13th day of January, 2009.

HELEN OF TROY LIMITED

By: */s/ Gerald J. Rubin*  
 Gerald J. Rubin  
 Chairman of the Board, Chief Executive Officer  
 and President (Principal Executive Officer)

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             |
|---------------------------------------------------------|---------------------------------------------------------------------------------------------------------|------------------|
| <i>/s/ Gerald J. Rubin</i><br>Gerald J. Rubin           | Chairman of the Board, Chief Executive Officer,<br>President and Director (Principal Executive Officer) | January 13, 2009 |
| <i>/s/ Thomas J. Benson</i><br>Thomas J. Benson         | Senior Vice President and Chief Financial Officer<br>(Principal Financial Officer)                      | January 13, 2009 |
| <i>/s/ Richard J. Oppenheim</i><br>Richard J. Oppenheim | Financial Controller (Principal Accounting Officer)                                                     | January 13, 2009 |
| <i>/s/ Gary B. Abromovitz</i><br>Gary B. Abromovitz     | Director                                                                                                | January 13, 2009 |
| <i>/s/ John B. Butterworth</i><br>John B. Butterworth   | Director                                                                                                | January 13, 2009 |
| <i>/s/ Timothy F. Meeker</i><br>Timothy F. Meeker       | Director                                                                                                | January 13, 2009 |
| <i>/s/ Byron H. Rubin</i><br>Byron H. Rubin             | Director                                                                                                | January 13, 2009 |
| <i>/s/ Stanlee N. Rubin</i><br>Stanlee N. Rubin         | Director                                                                                                | January 13, 2009 |

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/s/ Adolpho R. Telles  
Adolpho R. Telles

Director

January 13, 2009

/s/ Darren G. Woody  
Darren G. Woody

Director

January 13, 2009