

MOVADO GROUP INC  
Form S-8  
April 27, 2012

As filed with the Securities and Exchange Commission on April 27, 2012

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

MOVADO GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

New York 13-2595932  
(State or other (I.R.S. Employer  
jurisdiction of Identification  
incorporation or No.,)  
organization)

650 FROM  
ROAD, SUITE  
375  
PARAMUS,  
NEW JERSEY 07652-3556  
(Address of (Zip Code)  
Principal  
Executive  
Office)

MOVADO GROUP, INC. 1996 STOCK INCENTIVE PLAN, AS AMENDED  
(Full title of the plan)

TIMOTHY F. MICHNO

GENERAL COUNSEL  
MOVADO GROUP, INC.  
650 FROM ROAD  
PARAMUS, NEW JERSEY 07652-3556  
(Name and address of agent for service)  
(201) 267-8000  
(Telephone number, including area code, of agent for service)

Copy to:

LAWRENCE G. WEE, ESQ.  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NY 10019-6064  
(212) 373-3000

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  (Do not check if a smaller reporting company)

Smaller reporting company

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CALCULATION OF REGISTRATION FEE

| Title of securities to be registered         | Amount to be registered | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price (1) | Amount of registration fee |
|----------------------------------------------|-------------------------|-----------------------------------------------|-----------------------------------------------|----------------------------|
| Common Stock, par value \$0.01 per share (2) | 6,000,000               | \$26.22                                       | \$157,320,000                                 | \$18,028.87                |

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- (1) Estimated solely for the purposes of calculating the registration fee and calculated pursuant to Rule 457(c), based on the average of the high and low sales prices of the Common Stock on April 23, 2012 as reported on the New York Stock Exchange.
- (2) Represents Common Stock issuable under the Movado Group, Inc. 1996 Stock Incentive Plan, as amended and restated.
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EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, the registrant, Movado Group, Inc. (the “Registrant”), is filing this registration statement (the “Registration Statement”) with respect to the issuance of an additional 6,000,000 shares of its Common Stock, par value \$0.01 per share (the “Common Stock”), under its 1996 Stock Incentive Plan, dated as of October 11, 1996, as amended and restated as of April 8, 2004 and as subsequently amended by the First Amendment thereto adopted December 4, 2006, the Second Amendment thereto effective as of January 1, 2008 and the Third Amendment thereto effective June 18, 2009 (as amended, the “Plan”). On June 16, 1999, the Registrant filed a registration statement (the “First Registration Statement”) on Form S-8 (File No. 333-80789) with respect to the issuance of shares of Common Stock under the Plan and on June 7, 2002 the Registrant filed a second registration statement (the “Second Registration Statement” and, together with the First Registration Statement, the “Original Registration Statements”) on Form S-8 (File No. 333-90004) with respect to the issuance of additional shares of Common Stock under the Plan. The contents of the Original Registration Statements are hereby incorporated in the Registration Statement by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Movado Group, Inc. 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 Paramus, State of New Jersey on this 27th day of April, 2012.

MOVADO GROUP, INC.

By: /s/ Timothy F. Michno  
 Name: Timothy F. Michno  
 Title: General Counsel

Each person whose signature appears below constitutes and appoints Efraim Grinberg, Richard J. Cote and Timothy F. Michno, and each of them, as his or her attorney-in-fact and agent of the undersigned, with full power of substitution and resubstitution, for and in his or her name, place and stead, to sign and file the proposed Registration Statement and any and all amendments and exhibits thereto, and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to such securities or such registration, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary to be done in the premises, hereby ratifying and approving the acts of such attorney or any such substitute.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| SIGNATURE                                        | TITLE                                                                          | DATE           |
|--------------------------------------------------|--------------------------------------------------------------------------------|----------------|
| /s/ Efraim Grinberg<br>Efraim Grinberg           | Chairman of the Board of Directors and<br>Chief Executive Officer              | April 27, 2012 |
| /s/ Richard J. Cote<br>Richard J. Cote           | President and Chief Operating Officer                                          | April 27, 2012 |
| /s/ Sallie A. DeMarsilis<br>Sallie A. DeMarsilis | Senior Vice President, Chief Financial<br>Officer Principal Accounting Officer | April 27, 2012 |
| /s/ Alex Grinberg<br>Alex Grinberg               | Senior Vice President Customer/Consumer<br>Centric Initiatives; Director       | April 27, 2012 |
| /s/ Margaret Hayes Adame<br>Margaret Hayes Adame | Director                                                                       | April 27, 2012 |



|                                                      |          |                |
|------------------------------------------------------|----------|----------------|
| /s/ Donald Oresman<br>Donald Oresman                 | Director | April 27, 2012 |
| /s/ Leonard L. Silverstein<br>Leonard L. Silverstein | Director | April 27, 2012 |
| /s/ Alan H. Howard<br>Alan H. Howard                 | Director | April 27, 2012 |
| /s/ Nathan Leventhal<br>Nathan Leventhal             | Director | April 27, 2012 |
| /s/ Richard D. Isserman<br>Richard D. Isserman       | Director | April 27, 2012 |
| /s/ Maurice Reznik<br>Maurice Reznik                 | Director | April 27, 2012 |

EXHIBIT INDEX

| Exhibit<br>Number | Description                                                                                    |
|-------------------|------------------------------------------------------------------------------------------------|
| <u>5</u>          | <u>Opinion of Timothy F. Michno regarding the legality of the securities being registered.</u> |
| <u>23(a)</u>      | <u>Consent of PricewaterhouseCoopers LLP.</u>                                                  |
| 23(b)             | Consent of Timothy F. Michno (included in the opinion filed as Exhibit 5 hereto).              |
| 24                | Power of Attorney (included on the signature page of this Registration Statement).             |

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