

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549  
FORM S-8

REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

HAEMONETICS CORPORATION  
(Exact name of issuer as specified in its charter)

Massachusetts 04-2882273  
-----  
State of Incorporation (IRS Employer Identification Number)

400 Wood Road, Braintree, Massachusetts 02184 (781) 848-7100  
(Address and telephone number of Principal Executive Offices)

HAEMONETICS CORPORATION  
1992 Long-Term Incentive Plan  
(Full title of the Plan)

Alicia R. Lopez, Senior Vice President and General Counsel  
Haemonetics Corporation  
400 Wood Road  
Braintree, Massachusetts 02184  
(781) 848-7100  
(Name, address and telephone number of agent for service)

Copy to:

Mary Ellen O'Mara  
Hutchins, Wheeler & Dittmar  
A Professional Corporation  
101 Federal Street  
Boston, Massachusetts 02110

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered -----	Amount to Be Registered (1) -----	Proposed Maximum Offering Price Per Share -----	Proposed Maximum Aggregate Offering Price -----	Amount of Registration Fee (2) -----
Common Stock, par value \$.01 per share	132,087	\$15.1563	\$ 2,001,950.20	
Common Stock, par value \$.01 per share	80,014	\$15.4063	\$ 1,232,719.69	
Common Stock, par value \$.01 per share	30,990	\$15.4375	\$ 478,408.13	
Common Stock, par value \$.01 per share	128,426	\$15.6250	\$ 2,006,656.25	
Common Stock, par value \$.01 per share	91,574	\$15.6563	\$ 1,433,710.02	
Common Stock, par value \$.01 per share	528,329	\$15.8750	\$ 8,387,222.88	
Common Stock, par value \$.01 per share	34,056	\$16.5000	\$ 561.924.00	
Common Stock, par value \$.01 per share	124,618	\$17.0000	\$ 2,118,506.00	
Common Stock, par value \$.01 per share	166,126	\$17.4375	\$ 2,896,822.13	

Common Stock, par value \$.01 per share	208,535	\$17.6250	\$ 3,675,429.38	
Common Stock, par value \$.01 per share	18,750	\$17.7500	\$ 332,812.50	
Common Stock, par value \$.01 per share	191,203	\$18.0000	\$ 3,441,654.00	
Common Stock, par value \$.01 per share	26,676	\$18.3750	\$ 490,171.50	
Common Stock, par value \$.01 per share	3,500	\$18.6550	\$ 65,292.50	
Common Stock, par value \$.01 per share	2,500	\$18.7188	\$ 46,797.00	
Common Stock, par value \$.01 per share	40,000	\$18.9375	\$ 757,500.00	
Common Stock, par value \$.01 per share	62,500	\$18.9688	\$ 1,185,550.00	
Common Stock, par value \$.01 per share	89,234	\$19.4063	\$ 1,731,701.77	
Common Stock, par value \$.01 per share	20,000	\$19.5625	\$ 391,250.00	
Common Stock, par value \$.01 per share	15,000	\$19.8125	\$ 297,187.50	
Common Stock, par value \$.01 per share	50,600	\$22.5313	\$ 1,140,083.78	
Common Stock, par value \$.01 per share	529	\$22.6250	\$ 11,968.63	
Common Stock, par value \$.01 per share	50,000	\$22.7188	\$ 1,135,940.00	
Common Stock, par value \$.01 per share	821,802	\$22.9063	\$18,824,443.15	
Common Stock, par value \$.01 per share	135,000	\$23.7813	\$ 3,210,475.50	
Common Stock, par value \$.01 per share	25,000	\$24.5625	\$ 614,062.50	
Common Stock, par value \$.01 per share	250,000	\$26.2813	\$ 6,570,325.00	
Common Stock, par value \$.01 per share	10,000 -----	\$27.3438	\$ 273,438.00 -----	
Total	3,337,049		\$65,314,001.98	\$16,329

(1) Also registered hereunder are such additional number of shares of common stock, presently indeterminable, as may be necessary to satisfy the antidilution provisions of the Plan to which this Registration Statement relates.

(2) The registration fee has been calculated with respect to 3,337,049 shares registered on the basis of the price of which options may be exercised.

NOTE:

This Registration Statement is being filed solely for the purpose of registering 3,337,049 additional shares of common stock of Haemonetics Corporation issuable pursuant to the 1992 Long Term Incentive Plan (the "1992 Plan"). A total of 1,710,000 shares of common stock were previously

registered on Form S-8 (Registration No. 33-70934). Pursuant to instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (Registration No. 33-70934) are herein incorporated by reference.

Item 5. Interests of Named Experts and Counsel

The validity of the authorization and issuance of the Common Stock offered hereby will be passed upon for the Company by Alicia R. Lopez, Senior Vice President and General Counsel, Haemonetics Corporation. Ms. Lopez owns or has the right to acquire 115,977 shares of common stock.

Item 8. Exhibits

Number Description

- |    |   |
|----|---|
| 4A | Haemonetics Corporation 1992 Long-Term Incentive Plan. (Filed as Exhibit 4A to the Company's Registration Statement on Form S-8 No. 33-70934 and incorporated by reference herein). |
| 5  | Legal opinion as to legality of shares being registered and consent.  |
| 23 | Consents of Experts - included in Registration Statement under heading "Consent of Independent Public Accountants."   |

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 Braintree, Massachusetts on June 6, 2001.

HAEMONETICS CORPORATION

By: s/James L. Peterson  
-----  
James L. Peterson  
President

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.

Signature	Title	Date
----- Sir Stuart Burgess	Chairman of the Board of Directors	June 6, 2001
s/James L. Peterson ----- James L. Peterson	President, Chief Executive Officer, Director	June 6, 2001
s/Ronald J. Ryan ----- Ronald J. Ryan	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 6, 2001
----- Yutaka Sakurada	Senior Vice President -- Haemonetics Corporation and President -- Haemonetics Japan, Director	June 6, 2001
s/Donna C. E. Williamson ----- Donna C. E. Williamson	Director	June 6, 2001
s/Harvey G. Klein, M.D. ----- Harvey G. Klein, M.D.	Director	June 6, 2001
s/Benjamin L. Holmes ----- Benjamin L. Holmes	Director	June 6, 2001
----- Ronald G. Gelbman	Director	June 6, 2001
s/N. Colin Lind ----- N. Colin Lind	Director	June 6, 2001

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated April 24, 2000, included in Haemonetics Corporation's Form 10-K for the year ended April 1, 2000 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Boston, Massachusetts,  
June 6, 2001

June 6, 2001

Haemonetics Corporation  
400 Wood Road  
Braintree, MA 02184

Ladies and Gentlemen:

I am counsel to Haemonetics Corporation, a Massachusetts Corporation (the "Company"), and as such counsel I am familiar with the corporate proceedings taken in connection with the adoption of the Company's 1992 Long-Term Incentive Plan (the "Plan"). I am also familiar with the Registration Statement on Form S-8 to which a copy of this opinion will be attached as an exhibit.

As such counsel, I have examined the corporate records of the Company including its Restated Articles of Organization, as amended, By-laws, Minutes of Meetings of its Board of Directors and Stockholders and such other documents as I have deemed necessary as a basis for the opinions herein expressed.

Based upon the foregoing, and having regard for such legal considerations as I deem relevant, I am of the opinion that:

1. The Company is validly existing as a corporation and in good corporate standing under the laws of the Commonwealth of Massachusetts.
2. The Company has duly authorized the issuance of 80,000,000 shares of common stock, \$.01 par value per share ("Common Stock").
3. The shares of Common Stock issuable pursuant to the Plan have been duly authorized, and when issued in accordance with the terms of the Plan, such shares will be validly issued, fully paid and nonassessable shares of capital stock of the Company to which no personal liability will attach.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement on Form S-8 and to reference to me under the caption "Interest of Named Experts and Counsel" in the Registration Statement.

Very truly yours,

s/s Alicia R. Lopez  
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Alicia R. Lopez  
Senior Vice President and  
General Counsel