

JPS INDUSTRIES INC
Form RW
August 31, 2004

As filed with the Securities and Exchange Commission on August 31, 2004

Registration No. 333-69078

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

JPS INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

55 Beattie Place, Suite 1510

Greenville, South Carolina

(Address of principal executive offices)

57-0868166
(I.R.S. Employer Identification No.)

29601

(Zip code)

**JPS INDUSTRIES, INC. 1997 INCENTIVE AND
CAPITAL ACCUMULATION PLAN, AS AMENDED**

(Full title of the plan)

Charles R. Tutterow

c/o JPS Industries, Inc.

55 Beattie Place, Suite 1510

Greenville, South Carolina 29601

(Name and address of agent for service)

(864) 239-3900

(Telephone number, including area code, of agent for service)

With a copy to:

Lizanne Thomas, Esq.

Jones Day

1420 Peachtree St., N.E.

Suite 800

Atlanta, Georgia 30309-3053

CALCULATION OF REGISTRATION FEE

Title of securities	Amount to be	Proposed maximum	Proposed maximum	Amount of
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to be registered	registered	offering price	aggregate	registration fee (1)
Common Stock, \$0.01 par value	1,246,986	per share (1) \$5.718	offering price (1) \$7,130,266	\$1,783

(1) Registration fee was paid upon filing of the original registration statement on Form S-8 (File No. 333-69078). Therefore, no further registration fee is required.

REMOVAL FROM REGISTRATION

On September 7, 2001, JPS Industries, Inc. (the Registrant) filed a registration statement on Form S-8 (No. 333-69078) for the purpose of registering 1,246,986 shares of its common stock, \$0.01 par value (the Common Stock), to be issued under the JPS Industries, Inc. 1997 Incentive and Capital Accumulation Plan, as Amended. The Registrant is filing this Post-Effective Amendment No. 1 to that registration statement to deregister any and all remaining unsold shares of Common Stock covered by such registration statement as of the date hereof.

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 Greenville, State of South Carolina, on the 31 day of August, 2004.

JPS INDUSTRIES, INC.

By: /s/ Charles R. Tutterow
Name: Charles R. Tutterow

Title: Executive Vice President, Chief Financial
Officer and Secretary

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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael L. Fulbright</u> Michael L. Fulbright	Chairman of the Board, President and Chief Executive Officer	August 31, 2004
<u>/s/ Charles R. Tutterow</u> Charles R. Tutterow	Executive Vice President, Chief Financial Officer, Secretary and Director	August 31, 2004
<u>/s/ Robert J. Capozzi</u> Robert J. Capozzi	Director	August 31, 2004

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/s/ Nicholas P. DiPaolo

Director

August 31, 2004

Nicholas P. DiPaolo

/s/ John M. Sullivan, Jr.

Director

August 31, 2004

John M. Sullivan, Jr.