JANEX INTERNATIONAL INC
Form S-8
August 13, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 13, 2001
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

JANEX INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

COLORADO	84-1034251
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

1609 FOURTH STREET, BERKELEY, CALIFORNIA 94710 (510) 524-7400
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

JANEX INTERNATIONAL, INC.
THIRD AMENDED AND RESTATED 2000 COMBINATION STOCK OPTION PLAN
(Full Title of Plan)

VINCENT W. GOETT, PRESIDENT
JANEX INTERNATIONAL, INC.
1609 FOURTH STREET
BERKLEY, CA 94710
(510) 524-7400
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

WITH A COPY TO:

JOHN G. NOSSIFF, JR., ESQ.
BROWN, RUDNICK, FREED & GESMER
ONE FINANCIAL CENTER, BOSTON, MASSACHUSETTS 02111
(617) 856-8200

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregat Offering Pri
Common Stock, no par value	750,000 Shares(2)	$.001	$750

This Registration Statement relates to the registration of additional securities of the same class as other securities for which Registration Statements on this Form relating to an employee benefit plan are effective. Pursuant to General Instruction E of Form S-8, the contents of the Registrant's Registration Statements of Form S-8 (Registration Nos. 333-33280, 333-50376, 333-62928 and 333-63948) are hereby incorporated herein by reference.

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, on the basis of the price at which the options may be exercised.

(2) Such presently indeterminable number of additional shares of Common Stock are also registered hereunder as may be issued in the event of a merger, consolidation, reorganization, recapitalization, stock dividend, stock split or other similar change in Common Stock.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
5.1*	Legal Opinion of Brown, Rudnick, Freed & Gesmer.
23.1*	Consent of Brown, Rudnick, Freed & Gesmer (contained in its opinion filed as E
23.2*	Consent of Abrams & Company, P.C., independent auditors.
24*	Power of Attorney (included on the Signature Page of this Registration Stateme
99.1*	Janex International Inc. Third Amended and Restated 2000 Combination Stock Opt

* Filed herewith.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Phoenix, Arizona, on August 10, 2001.

JANEX INTERNATIONAL, INC.

By: /s/ Vincent W. Goett

Vincent W. Goett, President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Vincent W. Goett and Daniel Lesnick, and each of them (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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
/s/ Vincent W. Goett --- Vincent W. Goett	Chairman of the Board, President and Chief Executive Officer
/s/ Daniel Lesnick --- Daniel Lesnick	Executive Vice President and Director

EXHIBIT INDEX

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