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ONEIDA LTD
Form S-8 POS
July 28, 2004

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Registration No. 333-97491

UNITED STATES
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

ONEIDA LTD.
(Exact name of issuer as specified in its charter)

NEW YORK
(State of Incorporation)

15-0405700
(I.R.S. Employer Identification No)

163-181 Kenwood Avenue
Oneida, New York 13421
(Address of Principal Executive Office)

ONEIDA LTD. EMPLOYEE STOCK PURCHASE PLAN
(Full title of plan)

Catherine H. Suttmeier, Esq.
Corporate Vice President, Secretary & General Counsel
Oneida Ltd.
163-181 Kenwood Avenue
Oneida, New York 13421
(315) 361-3000
(Name, address and telephone of agent for service)

DEREGISTRATION OF SECURITIES

On August 1, 2002, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-97491) (the "Registration Statement") registering 500,000 shares of the Registrant's Common Stock, \$1.00 par value (the "Shares"), to be issued to participants under the Registrant's Employee Stock Purchase Plan (the "Plan"). Effective June 30, 2004 the Plan was terminated, and, as a result of the termination of the Plan, all offerings of Common Stock pursuant to the Registration Statement have terminated. As of the date of termination of the Plan, 155,302 shares of Common Stock remained unsold under the Plan. The

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Registrant is filing this Post-Effective Amendment to remove, and hereby does remove, from registration all of the Common Stock registered on the Registration Statement that remains unsold as of the date of termination of the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable ground to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-97491 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oneida, and the State of New York, on this 28 day of July, 2004.

ONEIDA LTD.

By: /s/ PETER J. KALLET

Peter J. Kallet
Chairman of the Board, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement No. 333-97491 on Form S-8 has been signed below by the following persons in the capacities and on the 28th day of July, 2004.

| Signature ----- | Title ----- | Date ----- |
|--|---|---------------|
| Principal Executive Officer /s/ PETER J. KALLET ----- Peter J. Kallet | Chairman of the Board, President and Chief Executive Officer | July 28, 2004 |
| Principal Financial Officer /s/ GREGG R. DENNY ----- Gregg R. Denny | Chief Financial Officer | July 28, 2004 |
| Principal Accounting Officer /s/ PAUL M. ROONEY ----- | Corporate Controller | July 28, 2004 |

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Paul M. Rooney

The Board of Directors

| | | |
|---|----------|---------------|
| /s/ WILLIAM F. ALLYN ----- William F. Allyn | Director | July 28, 2004 |
| /s/ ALLAN H. CONSEUR ----- Allan H. Conseur | Director | July 28, 2004 |
| /s/ GEORGIA S. DERRICO ----- Georgia S. Derrico | Director | July 28, 2004 |

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| Signature ----- | Title ----- | Date ----- |
|---|----------------|---------------|
| /s/ J. PETER FOBARE ----- J. Peter Fobare | Director | July 28, 2004 |
| /s/ GREGORY M. HARDEN ----- Gregory M. Harden | Director | July 28, 2004 |
| /s/ PETER J. KALLET ----- Peter J. Kallet | Director | July 28, 2004 |
| /s/ PETER J. MARSHALL ----- Peter J. Marshall | Director | July 28, 2004 |
| /s/ WHITNEY D. PIDOT ----- Whitney D. Pidot | Director | July 28, 2004 |
| /s/ CATHERINE H. SUTTMEIER ----- Catherine H. Suttmeier | Director | July 28, 2004 |
| /s/ WILLIAM M. TUCK ----- William M. Tuck | Director | July 28, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the Plan) have duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-97491 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oneida, New York on the 28th day of July, 2004.

Oneida Ltd. Employee Stock Purchase Plan

By: /s/ GREGG R. DENNY

Gregg R. Denny
Chief Financial Officer