



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Oxford Industries, Inc.**

(Exact name of registrant as specified in its charter)

**Georgia**

(State or other jurisdiction of incorporation or organization)

**58-0831862**

(I.R.S. Employer Identification No.)

**222 Piedmont Avenue, N.E., Atlanta, Georgia 30308**

(Address of principal executive offices) (Zip code)

**Oxford Industries, Inc. Employee Stock Purchase Plan**

(Full title of the plan)

**Thomas E. Campbell**

**Senior Vice President-Law, General Counsel and Secretary**

**222 Piedmont Avenue, N.E.**

**Atlanta, Georgia 30308**

(Name and address of agent for service)

**(404) 659-2424**

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

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

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered     | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-------------------------|---|---|----------------------------|
| Common Stock, par value \$1.00 per share | 500,000 shares(1)       | \$18.975(2)                               | \$9,487,500(2)                            | \$529.40                   |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares that may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions as provided in the Oxford Industries, Inc. Employee Stock Purchase Plan.

(2) Estimated solely for the purpose of calculating the registration fee, in accordance with Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended, on the basis of the average of the high and low sales prices of the Common Stock as reported on the New York Stock Exchange on September 11, 2009.

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## EXPLANATORY NOTE

Oxford Industries, Inc. (the “Registrant”) filed a Registration Statement on Form S-8 on December 22, 2004 (Registration No. 333-121535) (the “Prior Registration Statement”) to register under the Securities Act of 1933, as amended, 250,000 shares of the Registrant’s common stock, par value \$1.00 per share (“Common Stock”), issuable pursuant to the Oxford Industries, Inc. Employee Stock Purchase Plan (the “Plan”). The Registrant is filing this Registration Statement on Form S-8 (this “Registration Statement”) pursuant to and in accordance with General Instruction E of Form S-8 to register an additional 500,000 shares of Common Stock which may be issued to certain employees of the Registrant and its subsidiaries pursuant to the Plan. The contents of the Prior Registration Statement are incorporated herein by reference, except as the same may be modified by the information set forth herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the U.S. Securities and Exchange Commission are incorporated by reference in this Registration Statement:

- the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 31, 2009;
- the Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended May 2, 2009, filed on June 10, 2009;
- the Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended August 1, 2009, filed on September 3, 2009;
- the Registrant’s Current Reports on Form 8-K filed on March 27, 2009, June 17, 2009 and July 2, 2009; and
- the description of the Common Stock contained in the Company’s Registration Statement on Form 8-A, which became effective on July 23, 1960 (File No. 001-04365).

All documents filed by the Company subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

#### Item 5. Interests of Named Experts and Counsel.

The legality of the securities offered hereby has been passed upon by Thomas E. Campbell, Senior Vice President-Law, General Counsel and Secretary of the Registrant, who, as of September 11, 2009, beneficially owned 36,611 shares of Common Stock.

#### Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Georgia.

Section 14-2-851 of the Georgia Business Corporation Code (the “GBCC”) empowers the Registrant to indemnify a director (including a former director and including a director who is or was serving at the Registrant’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity) against liability incurred: (i) in a civil proceeding (a) if, in the case of conduct in such director’s capacity as a director, the conduct was in good faith and reasonably believed by such director to be in the best interests of the corporation, and (b) if, in all other cases, the conduct was in good faith and was at least not opposed to the best interests of the corporation; and (ii) in a criminal proceeding, if the director had no reasonable cause to believe such conduct was unlawful. Subsection (d) of Section 14-2-851 of the GBCC provides that a corporation may not indemnify a director in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under Section 14-2-851, or in connection with any proceeding with

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respect to conduct for which such director was adjudged liable on the basis that personal benefit was improperly received by such director, whether or not involving action in such director's capacity as a director.

In addition, Section 14-2-856 of the GBCC permits the Registrant's articles of incorporation, the Registrant's bylaws, a contract or a resolution approved or ratified by the Registrant's shareholders to authorize the Registrant to indemnify a director against claims to which the director was a party, including claims by the Registrant or in its right (e.g., shareholder derivative action). However, the Registrant may not indemnify the director for liability to the Registrant or if the director is subjected to injunctive relief in the Registrant's favor for (i) any misappropriation of a business opportunity belonging to the Registrant, (ii) intentional misconduct or knowing violation of the law, (iii) unlawful distributions or (iv) receipt of an improper benefit.

Section 14-2-852 of the GBCC provides for mandatory indemnification against reasonable expenses incurred by a director who is wholly successful, on the merits or otherwise, in defending an action to which the director was a party due to his or her status as the Registrant's director. Section 14-2-854 allows a court, upon application by a director, to order indemnification and/or advancement of expenses if it determines that the director is entitled to indemnification under the GBCC or it determines that indemnification is fair and reasonable even if, among other things, the director has failed to meet the statutory standard of conduct provided under Section 14-2-851.

However, the court may not order indemnification in excess of reasonable expenses for liability to the Registrant or for receipt of an improper benefit.

Section 14-2-857 of the GBCC permits the Registrant to indemnify an officer (including a former officer and including an officer who is or was serving at the Registrant's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity) to the same extent as a director. The Registrant may indemnify an officer who is not a director to a further extent by means of the Registrant's articles of incorporation, bylaws, board resolutions, or by contract. However, the Registrant may not indemnify an officer for liability arising from conduct involving misappropriation of a business opportunity of the Registrant, intentional misconduct or knowing violation of the law, unlawful distributions, or receipt of an improper benefit. An officer who is not a director is also entitled to mandatory indemnification and may apply for court-ordered indemnification. Section 14-2-858 of the GBCC permits the Registrant to purchase and maintain insurance on behalf of the Registrant's directors and officers against liability incurred by them in their capacities or arising out of their status as the Registrant's directors and officers, regardless of whether the Registrant would have the power to indemnify or advance expenses to the director or officer for the same liability under the GBCC.

The Bylaws of the Registrant provide, in effect, that, to the fullest extent and under the circumstances permitted by the GBCC, the Registrant will indemnify any and all of its officers and directors. In addition, the Registrant carries director and officer liability insurance on behalf of its officer and directors.

### **Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 4.1            | Restated Articles of Incorporation of the Registrant. Incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended August 29, 2003.  |
| 4.2            | Bylaws of the Registrant, as amended. Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 17, 2009.   |
| 4.3            | Oxford Industries, Inc. Employee Stock Purchase Plan, amended and restated effective April 1, 2009. Incorporated by reference to Appendix B to the Registrant's Proxy Statement for its Annual Meeting of Shareholders held June 15, 2009, filed on May 11, 2009. |
| 5.1            | Opinion of Thomas E. Campbell.  |
| 23.1           | Consent of Thomas E. Campbell (included as part of Exhibit 5.1 hereto).   |
| 23.2           | Consent of Independent Registered Public Accounting Firm.   |
| 24.1           | Power of Attorney (included on the Signature Page).   |

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**Thomas E. Campbell**  
**Senior Vice President — Law, General**  
**Counsel and Secretary**  
**Direct Line: 404.653.1437**  
**Fax Line: 404.653.1224**  
**Email: tcampbell@oxfordinc.com**

September 14, 2009

Oxford Industries, Inc.  
222 Piedmont Avenue, N.E.  
Atlanta, Georgia 30308

Re: Oxford Industries, Inc. — Registration Statement on Form S-8

Ladies and Gentlemen:

I have acted as counsel for Oxford Industries, Inc., a Georgia corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission relating to 500,000 shares (the “Shares”) of common stock, par value \$1.00 per share (the “Common Stock”), of the Company reserved for issuance under the Company’s Employee Stock Purchase Plan (as amended and restated as of the date hereof, the “Plan”).

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “Securities Act”).

In so acting, I have reviewed such matters of law and examined original, certified, conformed or photographic copies of such other documents, records, agreements and certificates as I have deemed necessary as a basis for the opinion hereinafter expressed. In such review, I have assumed the genuineness of signatures on all documents submitted to me as originals, the conformity to original documents of all copies submitted to me as certified, conformed or photographic copies, and the legal capacity of all natural persons. As to questions of fact material to this opinion, I have relied upon certificates or comparable documents of public officials. For purposes of this opinion, I have assumed that the Shares that may be issued pursuant to the Plan will continue to be duly authorized on the dates of such issuance.

This opinion is limited in all respects to the laws of the State of Georgia, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinion expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, I am of the opinion that when certificates evidencing the Shares have been duly executed, registered, issued and delivered in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof, and I assume no obligation to advise you after the date hereof of facts or circumstances that come to my attention, or changes in law that occur, that could affect the opinion contained herein.

222 Piedmont Ave., NE, Atlanta, Georgia 30308

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I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of my name wherever appearing in the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Thomas E. Campbell

Thomas E. Campbell



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Oxford Industries, Inc. Employee Stock Purchase Plan of our reports dated March 31, 2009 with respect to the consolidated financial statements and schedule of Oxford Industries, Inc. included in its Annual Report (Form 10-K) for the year ended January 31, 2009, and the effectiveness of internal controls over financial reporting of Oxford Industries, Inc., filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia  
September 10, 2009