

As filed with the Securities and Exchange Commission on July 17,  
1998

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

OXFORD INDUSTRIES, INC.  
-----

(Exact name of registrant as specified in its charter)

Georgia

58-0831862

-----  
(State or other jurisdiction of  
incorporation or organization)

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

222 Piedmont Avenue, N.E.  
Atlanta, Georgia 30308  
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(Address, including zip code, of registrant's principal executive  
offices)

OXFORD INDUSTRIES, INC. 1997 RESTRICTED STOCK PLAN  
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(Full title of plan)

David K. Ginn  
Vice President-Legal, General Counsel and Secretary  
222 Piedmont Avenue, N.E.  
Atlanta, Georgia 30308  
(404) 659-2424  
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(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, par value \$1.00 per share	100,000	\$35.73	\$3,573,000	\$1,054.04

(1) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(h) on the basis of the high and low prices of Common Stock of Oxford Industries, Inc. on July 17, 1998.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participating employees as

specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents have been previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") and are incorporated by reference in this Registration Statement:

(a) The Registrant's latest Annual Report on Form 10-K for the year ended May 30, 1997 (the "Annual Report");

(b) All reports filed by the Registrant pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since May 30, 1997; and

(c) The description of the Registrant's common stock, par value \$1.00 per share ("Common Stock"), contained in the Registration Statement filed under Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

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

#### Item 4. Description of Securities.

Inapplicable.

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

Inapplicable.

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

The Registrant's Articles of Incorporation eliminate, to the fullest extent permitted by applicable law, the personal liability of directors to the Registrant or its shareholders for monetary damages for breach of duty of care or any duty owed to the Registrant as a director. The Georgia Business Corporation Code currently provides that such provision shall not eliminate or limit the liability of a director (a) for any appropriation, in violation of his duties, of any business opportunity of the Registrant, (b) for acts or omissions that involve intentional misconduct or a knowing violation of law, (c) for unlawful corporate distributions, or (d) for any transaction from which the director received an improper personal benefit.

Under Article VI of the Registrant's Bylaws, each person who is now, has been, or who shall hereafter become a director or officer of the Registrant, whether or not then in office, shall be indemnified by the Registrant against all costs or expenses reasonable incurred by or imposed upon him in connection with or resulting from any demand, action, suit or proceedings or threat thereof, to which he may be made a party as a result of or by reason of his being or having been a director or officer of the Registrant or of any other corporation which he serves as a director or officer at the request of the Registrant, except in relation to matters as to which a recovery shall be made against

him or penalty imposed upon him by reason of his having been finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such director or officer. The foregoing right to indemnify shall include reimbursement of the amounts and expenses paid in settling any such demand, suit or proceedings or threat thereof when settling the same appears to the Board of Directors or the Executive Committee of the Registrant to be in the best interest of the Registrant, and shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law.

The Registrant's directors and executive officers are insured against damages from actions and claims incurred in the course of performing duties, and the Registrant is insured against expenses incurred in defending lawsuits arising from certain alleged acts against directors and executive officers.

Item 7. Exemption from Registration Claimed.

Inapplicable.

Item 8. Exhibits.

Exhibit	Description
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4.1	Articles of Incorporation of Registrant (incorporated by reference to Exhibit 3(A) of Registrant's Form 10-Q for the fiscal quarter ended August 28, 1992).
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4.2	Bylaws of Registrant (incorporated by reference to Exhibit 3(B) of Registrant's Form 10-K for the fiscal year ended June 3, 1994).
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5.1	Opinion of David K. Ginn regarding legality of shares being registered.
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23.1	Consent of Arthur Andersen LLP.
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23.2	Consent of David K. Ginn (included in Exhibit 5.1).
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24.1	Power of Attorney (included on signature page).
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99.1	Oxford Industries, Inc. 1997 Restricted Stock Plan (incorporated by reference to Registrant's Proxy Statement dated August 29, 1997).
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Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in

periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

#### EXPERTS

The financial statements and schedules for each of the three years in the period ended May 30, 1997 incorporated by reference in this prospectus and elsewhere in the Registration Statement have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto, and are incorporated herein in reliance upon the authority of said firm as experts in giving said reports.

#### SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Atlanta, State of Georgia, on this 17th day of July, 1998.

OXFORD INDUSTRIES, INC.

By: /S/ J. HICKS LANIER  
J. Hicks Lanier  
Chairman of the Board of  
Directors, President  
and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David K. Ginn and Thomas Caldecot Chubb III and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for such person and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the 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 or necessary to be done in and about the premises, as fully and 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, and 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, this Registration Statement has been signed by the following persons in the capacities indicated on July 17, 1998.

Signature

Title

/S/J. HICKS LANIER  
J. Hicks Lanier  
Chairman of the Board of Directors,  
President and Chief Executive Officer  
(Principal Executive Officer)

/S/BEN B. BLOUNT, JR.  
Ben B. Blount, Jr.  
Financial  
Financial  
Executive Vice President, Chief  
Officer and Director (Principal  
Financial  
Officer)

/S/CECIL D. CONLEE\*  
Cecil D. Conlee  
Director

/S/J. REESE LANIER\*  
J. Reese Lanier  
Director

/S/THOMAS GALLAGER\*  
Thomas Gallagher  
Director

/S/KNOWLTON J. O'REILLY\*  
Knowlton J. O'Reilly  
Director

/S/CLARENCE B. ROGERS, JR.\*  
Clarence B. Rogers, Jr.

Director

/S/ROBERT E. SHAW\*  
Robert E. Shaw

Director

/S/E. JENNER WOOD\*  
E. Jenner Wood

Director

\*by power of attorney

OPINION OF DAVID K. GINN  
REGARDING LEGALITY OF SHARES BEING REGISTERED

July 17, 1998

Oxford Industries, Inc.  
222 Piedmont Avenue, N.E.  
Atlanta, Georgia 30368

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. The Registration Statement relates to 100,000 shares of the Company's common stock, par value \$1.00 per share ("Common Stock"), to be issued pursuant to the Oxford Industries, Inc. 1997 Restricted Stock Plan (the "Stock Purchase Plan") (all such shares are referred to herein as the "Shares").

As such counsel, I have examined and relied upon such records, documents, certificates and other instruments as in my judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, I have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, I have assumed the same to have been properly given and to be accurate.

For purposes of this opinion, I have assumed that the Shares that may be issued pursuant to the Stock Purchase Plan will continue to be duly authorized on the dates of such issuance.

The opinions expressed herein are limited in all respects to the federal laws of the United States of America and 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 opinions 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:

- (a) The Shares are duly authorized; and
- (b) When the Shares are issued pursuant to the Stock Purchase Plan against payment therefor, as provided in the Stock Purchase Plan, such Shares will be validly issued, fully paid and nonassessable.

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 which could affect the opinions contained herein. This letter is being rendered solely for the benefit of Oxford Industries, Inc. in connection with the matters addressed herein. This opinion may not be furnished to or relied upon by any person or entity for any purpose without our prior written consent.

I consent to the filing of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

/S/DAVID K. GINN  
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David K. Ginn  
General Counsel and Secretary



EXHIBIT 23.1

CONSENT OF ARTHUR ANDERSEN LLP

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our report dated July 11, 1997 included in or incorporated by reference in Oxford Industries, Inc.'s Form 10-K for the year ended May 30, 1997 and to all references to our firm included in this Registration Statement.

Arthur Andersen LLP

/S/ARTHUR ANDERSEN LLP  
-----  
Atlanta GA,  
July 10, 1998

EXHIBIT 25  
ELECTRONIC SUMMARY - POWER OF ATTORNEY

Each of the undersigned, a director of Oxford Industries, Inc. (the "Company"), does hereby constitute and appoint David K. Ginn and Thomas Caldecot Chubb, III, his true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, to sign the Company's Form S-8 dated July 17, 1998 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto the attorneys-in-fact full power and authority to sign such documents on behalf of the undersigned and to make such filing, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: July 13, 1998

Oxford Industries, Inc.

CECIL D. CONLEE

CLARENCE B. ROGERS, JR.

-----  
- - -  
Cecil D. Conlee  
Director

-----  
Clarence B. Rogers, Jr.  
Director

TOM GALLAGHER

KNOWLTON J. O'REILLY

-----  
- - -  
Tom Gallagher  
Director

-----  
Knowlton J. O'Reilly  
Director

E. JENNER WOOD

ROBERT E. SHAW

-----  
- - -  
E. Jenner Wood  
Director

-----  
Robert E. Shaw  
Director

J. REESE LANIER

-----  
J. Reese Lanier  
Director

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