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WATERS CORP /DE/
 Form S-8
 May 02, 2001

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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

WATERS CORPORATION
 (Exact Name of Registrant as Specified in its Charter)

DELAWARE
 (State or Other Jurisdiction of
 Incorporation or Organization)

13-3668640
 (I.R.S. Employer
 Identification No.)

34 MAPLE STREET, MILFORD, MASSACHUSETTS 01757
 (Address of Principal Executive Offices) (Zip Code)

WATERS EMPLOYEE INVESTMENT PLAN
 (Full Title of the Plan)

Philip S. Taymor
 WATERS CORPORATION
 34 MAPLE STREET MILFORD, MASSACHUSETTS 01757
 508-478-2000

(Name and Address of Agent for Service)
 Telephone Number, Including Area Code, of Agent for Service

Copies to:

Victor J. Paci, Esq.
 Bingham Dana LLP
 150 Federal Street
 Boston, MA 02110
 (617) 951-8000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1) (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
Common Stock, \$0.01 par value.....	2,000,000	\$45.725	\$91,450,000

(1) The proposed maximum offering price has been estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. It is not known how many of these shares will be purchased or at what price. The estimate of the proposed maximum aggregate offering price has been calculated based on the offering of all 2,000,000 shares registered hereunder, purchasable under the Plan at an offering price of \$45.725 per share, which is the average of the high and low prices of the Registrant's Common Stock as listed on the New York Stock Exchange on April 26, 2001.

(2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interest to be offered or sold pursuant to the employee benefit plan(s) described herein.

INCORPORATION BY REFERENCE

On December 20, 1995, we filed a Registration Statement on Form S-8 (File No. 33-80677) (referred to in this document as, the "First Registration Statement") to register under the Securities Act of 1933, 2,000,000* shares of common stock, par value \$0.01 per share, issuable by us under the Plan. On August 2, 1999, we filed a Post-Effective Amendment No. 1 to the First Registration Statement (referred to in this document as the "Amendment") in connection with the subsequent amendment and restatement of the Plan. Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates herein by reference the contents of the First Registration Statement and the Amendment.

* Share amounts of Common Stock with respect to this Registration Statement on Form S-8, the First Registration Statement and the Amendment reflect the Registrant's 1 for 1 stock dividend payable to stockholders of record of the Common Stock as of the close of business on May 27, 1999 and paid on or about June 10, 1999, and the 1 for 1 stock dividend payable to stockholders of record of the Common Stock as of the close of business on August 4, 2000 and paid on or about August 25, 2000.

Item 8: Exhibits

The following exhibits are filed as part of or incorporated by reference into this Registration Statement:

- 4.1 Waters Employee Investment Plan (formerly the Waters Technologies Employee Investment Plan), as amended, effective as of October 1, 1996 (1)
- 5.2 Undertaking of the Registrant (2)
- 23.1 Consent of PricewaterhouseCoopers LLP (Filed herewith)
- 24.1 Powers of Attorney (included on the signature page of this Registration Statement)

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- (1) Filed as Exhibit 4.1 to Registration Statement on Form S-8, File No. 33-80677 and incorporated herein by reference.
- (2) Filed as Exhibit 5.2 to Registration Statement on Form S-8, File No. 33-80677 and incorporated herein by reference.

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 Milford, Commonwealth of Massachusetts, on this 2nd day of May, 2001.

WATERS CORPORATION

By: /s/ Philip S. Taymor

Senior Vice President, Finance
and Administration and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas A. Berthiaume and Philip S. Taymor, and each of them, his true and lawful attorney-in-fact, each with full power of substitution and revocation, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Waters Corporation), to sign any and 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 each such attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and Power of Attorney have been signed by the following persons, in the capacities indicated, on May 2, 2001.

/s/ Douglas A. Berthiaume Chairman of the Board of Directors, Chief Executive

Douglas A. Berthiaume Officer and President (principal executive officer)

/s/ Philip S. Taymor Senior Vice President, Finance and

Philip S. Taymor Administration and Chief Financial Officer
(principal financial officer and
principal accounting officer)

/s/ Joshua Bekenstein Director

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Joshua Bekenstein

/s/ Michael J. Berendt Director

Michael J. Berendt, Ph.D.

/s/ Philip Caldwell Director

Philip Caldwell

/s/ Edward Conard Director

Edward Conard

/s/ Laurie H. Glimcher Director

Dr. Laurie H. Glimcher

/s/ William J. Miller Director

William J. Miller

/s/ Thomas P. Salice Director

Thomas P. Salice

The Plan. Pursuant to the requirement of the Securities Act of 1933, the Plan Administrator for the Plan has caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Milford, State of Massachusetts, May 2, 2001.

WATERS EMPLOYEE INVESTMENT PLAN

By: Employee Benefits Administration
Committee

By: /s/ Brian K. Mazar

Brian K. Mazar
Secretary

EXHIBIT INDEX

Exhibit No.	Description of Documents
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23.1	Consent of PricewaterhouseCoopers LLP (Filed herewith)

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24.1 Powers of Attorney (included on the signature page of
this Registration Statement)

(1) Filed as Exhibit 4.1 to Registration Statement on Form
S-8, File No. 33-80677 and incorporated herein by
reference.

(2) Filed as Exhibit 5.2 to Registration Statement on Form
S-8, File No. 33-80677 and incorporated herein by
reference.