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FAB INDUSTRIES INC
Form S-8 POS
February 27, 2003

As filed with the Securities and Exchange Commission on February 27, 2003

Registration No. 333-33349

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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

FAB INDUSTRIES, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

13-2581181
(IRS Employer
Identification No.)

200 MADISON AVENUE
NEW YORK, NEW YORK 10016
(212) 592-2700
(Address, including zip code, and telephone number, including
area code, of Registrant's principal executive offices)

FAB INDUSTRIES, INC. 1997 STOCK INCENTIVE PLAN
(Full title of the plan)

DAVID A. MILLER
VICE PRESIDENT-FINANCE, TREASURER AND CHIEF FINANCIAL OFFICER
FAB INDUSTRIES, INC.
200 MADISON AVENUE
NEW YORK, NEW YORK 10016
(212) 592-2700
(Name, address, including zip code, and telephone number, including
area code, of agent for service)

COPY TO:
MARILYN SOBEL, ESQ.
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064
(212) 373-3000

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EXPLANATORY NOTE

On August 11, 1997, the registrant filed a Registration Statement on Form S-8 (File No. 333-33349), relating to 175,000 shares of its common stock, par value \$.20 per share (the "Common Stock"), to be issued under the Fab Industries, Inc. 1997 Stock Incentive Plan (the "Plan"). The Plan has been terminated. As of the date of this Post-Effective Amendment No. 1, 164,800 shares of Common Stock have been issued under the Registration Statement, leaving an aggregate of 10,200 shares available for issuance. This Post-Effective Amendment No. 1 is being filed to deregister the 10,200 shares of Common Stock under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment No. 1.

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 New York, State of New York, on February 27, 2003.

FAB INDUSTRIES, INC.

By: /s/ Samson Bitensky

Samson Bitensky
Chairman of the Board of Directors and
Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below on February 27, 2003 by the following persons in the capacities indicated.

SIGNATURE -----	TITLES -----
/s/ Samson Bitensky ----- Samson Bitensky	Chairman of the Board of Directors, Chief Executive Officer and Director (Principal Executive Officer)
/s/ David A. Miller ----- David A. Miller	Vice President-Finance, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)
-----	Director

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Steven Myers

Director

Martin B. Bernstein

*

Director

Lawrence H. Bober

Director

Frank S. Greenberg

*

Director

Susan B. Lerner

*

Director

Richard Marlin

*By: /s/ David A. Miller

David A. Miller
Attorney-in-fact