
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8
Registration Statement Under
The Securities Act of 1933

Kadant Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

52-1762325
(I.R.S. Employer
Identification No.)

One Acton Place, Suite 202
Acton, Massachusetts 01720
(Address of Principal Executive Offices) (Zip Code)

KADANT INC. EQUITY INCENTIVE PLAN

(Full Title of the Plan)

Sandra L. Lambert, Vice President, General Counsel and Secretary
Kadant Inc.

One Acton Place, Suite 202
Acton, Massachusetts 01720
(Name and Address of Agent for Service)

(978) 776-2000
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
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Common Stock, \$.01 par value per share	1,600,000 shares	\$15.60	\$24,960,000	\$2,296.32

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The calculation of the registration fee has been based upon the average of the high and low sales prices of the Registrant's common stock as reported on the American Stock Exchange on December 23, 2002.

STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, File No. 33-83718, relating to the Company's Equity Incentive Plan.

The financial statements of the Registrant for the year ended December 29, 2001 included in the Registrant's Annual Report on Form 10-K (File Number 1-11406), have been audited by Arthur Andersen LLP, the Registrant's independent public accountants for fiscal year 2001. The Registrant has been unable to obtain the written consent of Arthur Andersen LLP with respect to the incorporation by reference of its report issued with respect to such financial statements in this Registration Statement. In reliance upon Rule 437a of the Securities Act of 1933, as amended, the Registrant has not filed the written consent of Arthur Andersen LLP. As a result, an investor may not be able to recover damages from Arthur Andersen LLP under Section 11 of the Securities Act for any untrue statements of material fact or any omissions to state a material fact contained in the financial statements of the Registrant for the year ended December 29, 2001 in the Registrant's Annual Report on Form 10-K, which are incorporated by reference in this Registration Statement.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kadant Inc. 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 Town of Acton, Commonwealth of Massachusetts, on this 23rd day of December, 2002.

KADANT INC.

By: /s/ William A. Rainville

William A. Rainville
Its: Chairman, President and
Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned Directors and Officers of Kadant Inc. hereby appoints William A. Rainville, Thomas M. O'Brien, Jonathan W. Painter, Michael J. McKenney and Sandra L. Lambert, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange 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 and necessary to be done in and about the premises, as fully 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 or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ William A. Rainville ----- William A. Rainville	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	December 23, 2002
/s/ Thomas M. O'Brien ----- Thomas M. O'Brien	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 23, 2002

/s/ Michael J. McKenney ----- Michael J. McKenney	Vice President, Finance (Principal Accounting Officer)	December 23, 2002
/s/ John M. Albertine ----- John M. Albertine	Director	December 23, 2002
/s/ John K. Allen ----- John K. Allen	Director	December 23, 2002
/s/ Francis L. McKone ----- Francis L. McKone	Director	December 23, 2002

EXHIBIT INDEX

Exhibit Number -----	Description -----
4 (1)	Amended and Restated Equity Incentive Plan of the Registrant
5	Opinion of Sandra L. Lambert, Esq.
23	Consent of Sandra L. Lambert, Esq. (contained in her opinion filed as Exhibit 5)
24	Power of Attorney (see signature pages to this Registration Statement).
(1)	Incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.

Kadant Inc.
One Acton Place, Suite 202
Acton, Massachusetts 01720

December 23, 2002

Kadant Inc.
One Acton Place, Suite 202
Acton, Massachusetts 01720

Re: Registration Statement on Form S-8 Relating to 1,600,000 Shares
of the Common Stock, \$.01 par value, of Kadant Inc.

Dear Sirs:

I am General Counsel to Kadant Inc., a Delaware corporation (the "Company"), and have acted as counsel in connection with the registration under the Securities Act of 1933, as amended, on Form S-8 (the "Registration Statement"), of 1,600,000 shares of the Company's Common Stock, \$.01 par value per share (the "Shares") subject to Company's Equity Incentive Plan (the "Plan").

I have reviewed the corporate proceedings taken by the Company with respect to the authorization of the issuance of the Shares. I have also examined and relied upon originals or copies, certified or otherwise authenticated to my satisfaction, of all corporate records, documents, agreements or other instruments of the Company and have made all investigations of law and have discussed with the Company's representatives all questions of fact that I have deemed necessary or appropriate.

Based upon and subject to the foregoing, I am of the opinion that:

1. The Company is a corporation validly existing and in corporate good standing under the laws of the State of Delaware.
2. The issuance and sale of the Shares as contemplated in the Registration Statement have been duly authorized by the Company.
3. The Shares, when issued and sold in accordance with the provisions of the Plan, will be validly issued, fully paid and nonassessable.

This opinion is limited to the applicable provisions of the Delaware Constitution, the General Corporation Law of the State of Delaware ("Delaware Law") and reported judicial decisions interpreting Delaware Law.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

/s/ Sandra L. Lambert

Sandra L. Lambert
General Counsel