

**UNITED STATES**  
**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)  
**One Technology Park Drive**  
**Westford, Massachusetts**  
(Address of Principal Executive Offices)

**52-1762325**  
(I.R.S. Employer Identification No.)  
**01886**  
(Zip Code)

**2006 Equity Incentive Plan**  
(Full Title of the Plan)

**Sandra L. Lambert, Esq.**  
**Vice President, General Counsel and Secretary**  
**One Technology Park Drive**  
**Westford, Massachusetts 01886**  
(Name and Address of Agent For Service)

**978-776-2000**  
(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  (Do not check if smaller reporting) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	330,000 shares(2)	\$20.16(3)	\$6,652,800(3)	\$773.00

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any 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) Consists of 330,000 shares issuable under the 2006 Equity Incentive Plan, as amended.
- (3) 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, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on August 10, 2011.

**Statement of Incorporation by Reference.**

This registration statement on Form S-8 is being filed to register the offer and sale of an additional 330,000 shares of common stock, \$0.01 par value per share (the "Common Stock"), of Kadant Inc. (the "Registrant") to be issued under the 2006 Equity Incentive Plan of the Registrant, as amended. In accordance with General Instruction E to Form S-8, except for Item 5 "Interests of Named Experts and Counsel" and Item 8 "Exhibits," this registration statement incorporates by reference the contents of the registration statement on Form S-8, File No. 333-142247, filed by the Registrant with the Securities and Exchange Commission on April 20, 2007.

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

The validity of the common stock offered hereby has been passed upon by Sandra L. Lambert, Esq., Vice President, General Counsel and Secretary of the Company. Ms. Lambert is a full-time employee and executive officer of the Company, and owns or has the right to acquire 30,475 shares of common stock of the Company.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is 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 Town of Westford, Massachusetts, on this 17th day of August, 2011.

KADANT INC.

By: /s/ Jonathan W. Painter  
Jonathan W. Painter  
President and Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Kadant Inc., hereby severally constitute and appoint Jonathan W. Painter, Thomas M. O'Brien and Eric T. Langevin, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Kadant Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jonathan W. Painter</u> Jonathan W. Painter	President, Chief Executive Officer and Director (Principal executive officer)	August 17, 2011
<u>/s/ Thomas M. O'Brien</u> Thomas M. O'Brien	Executive Vice President and Chief Financial Officer (Principal financial officer)	August 17, 2011
<u>/s/ Michael J. McKenney</u> Michael J. McKenney	Vice President, Finance and Chief Accounting Officer (Principal accounting officer)	August 17, 2011
<u>/s/ John M. Albertine</u> John M. Albertine	Director	August 17, 2011
<u>/s/ Thomas C. Leonard</u> Thomas C. Leonard	Director	August 17, 2011
<u>/s/ Francis L. McKone</u> Francis L. McKone	Director	August 17, 2011
<u>/s/ William A. Rainville</u> William A. Rainville	Director	August 17, 2011
<u>/s/ William P. Tully</u> William P. Tully	Director	August 17, 2011

## INDEX TO EXHIBITS

Number	Description
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(1)	Amended and Restated By-Laws of the Registrant
5	Opinion of Sandra L. Lambert, Esq.
23.1	Consent of Sandra L. Lambert, Esq. (included in Exhibit 5)
23.2	Consent of Independent Registered Public Accounting Firm
24	Power of attorney (included on the signature pages of this registration statement)
99(2)	Amended and Restated 2006 Equity Incentive Plan

---

(1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 (File No. 1-11406) and incorporated herein by reference.

(2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 2, 2011 (File No. 1-11406), filed on May 11, 2001 and incorporated herein by reference.



August 17, 2011

Kadant Inc.  
One Technology Park Drive  
Westford, MA 01886

Re: 2006 Equity Incentive Plan

Ladies and Gentlemen:

I am Vice President, General Counsel and Secretary to Kadant, Inc., a Delaware corporation (the "Company"), and have acted as counsel 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 "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 330,000 shares of common stock, \$0.01 par value per share (the "Shares"), of the Company issuable under the Company's 2006 Equity Incentive Plan, as amended (the "Plan").

I have examined the Restated Certificate of Incorporation and Amended and Restated By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to my satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as I have deemed material for the purposes of this opinion.

In my examination of the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

I assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

I express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that I am opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

---

I hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/Sandra L. Lambert  
Sandra L. Lambert, Esq.  
Vice President, General Counsel and Secretary

---





Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Kadant Inc. 2006 Equity Incentive Plan to register 330,000 shares of common stock of our reports dated March 17, 2011, with respect to the consolidated financial statements and schedule of Kadant Inc. and the effectiveness of internal control over financial reporting of Kadant Inc. included in its Annual Report (Form 10-K) for the year ended January 1, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
August 16, 2011

---

