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ARMOR HOLDINGS INC  
Form S-3MEF  
December 05, 2001

As filed with the Securities and Exchange Commission on December 5, 2001  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
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FORM S-3  
REGISTRATION STATEMENT Under  
THE SECURITIES ACT OF 1933  
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ARMOR HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

59-3392443  
(I.R.S. employer  
Identification No.)

1400 MARSH LANDING PARKWAY, SUITE 112  
JACKSONVILLE, FL 32250  
(904) 741-5400

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

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WARREN B. KANDERS  
Chairman of the Board of Directors  
Armor Holdings, Inc.  
1400 Marsh Landing Parkway, Suite 112  
Jacksonville, FL 32250  
(904) 741-5400

(Name and address, including zip code, and telephone number,  
including area code, of agent for service)

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With Copies to:

ROBERT L. LAWRENCE, Esq.  
Kane Kessler, P.C.  
1350 Avenue of the Americas,  
New York, NY 10019  
(212) 541-6222

MARK C. SMITH, Esq.  
Skadden, Arps, Slate, Meagher & Flom, LLP  
Four Times Square  
New York, NY 10036-6572  
(212) 735-3000

Approximate date of commencement of proposed sale to public: As soon as  
practicable after the effectiveness of this Registration Statement.

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. [ ]

If any of the securities being registered on this form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. [ ]

If this form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following box  
and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering. [X] 333-72448

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
COMMON STOCK, \$.01 PAR VALUE.....	1,265,000	\$22.00	\$27,830,000

(1) Estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457 of the Securities Act of 1933.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The information in the Registration Statement (File No. 333-72448) filed by Armor Holdings, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act is incorporated by reference into this Registration Statement.

CERTIFICATION

In accordance with Rule 111(b) under the Securities Act, the undersigned Registrant certifies as follows:

- (i) the Registrant has instructed its bank to transmit to the Commission the applicable filing fee by a wire transfer of such amount from the account of the Registrant to the Commission's account at Mellon Bank as soon as practicable but no later than the close of the next business day following the filing of this Registration Statement pursuant to Rule 462(b);
- (ii) the Registrant will not revoke such instructions; and

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(iii) the Registrant has sufficient funds in such account to cover the amount of such filing fee.

The Registrant further undertakes that, if such instructions have been sent after the close of business of such bank, the Registrant will confirm receipt of such instructions by such bank during regular business hours on the following business day.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on December 4, 2001.

ARMOR HOLDINGS, INC.

By: /s/ Warren B. Kanders

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President of the Board of Directors

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Warren B. Kanders and Jonathan M. Spiller, or either of them, his attorney-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this registration statement, and to file the same with exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on December 4, 2001.

Signature	Title
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/s/ Warren B. Kanders ----- Warren B. Kanders	Chairman of the Board of Directors
/s/ Jonathan M. Spiller ----- Jonathan M. Spiller	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Robert R. Schiller ----- Robert R. Schiller	Executive Vice President, Chief Financial Officer (Principal Accounting Officer)
/s/ Burt R. Ehrlich ----- Burt R. Ehrlich	Director

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/s/ Nicholas Sokolow Director

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Nicholas Sokolow

/s/ Thomas W. Strauss Director

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Thomas W. Strauss

/s/ Alair A. Townsend Director

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Alair A. Townsend

/s/ Stephen B. Salzman Director

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Stephen B. Salzman

EXHIBIT INDEX

Exhibit Number -----	Description of Exhibits -----
5.1	Opinion of Kane Kessler, P.C.
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Arthur Andersen LLP
23.3	Consent of Kane Kessler, P.C. (filed as part of Exhibit 5.1)
24.1	Power of Attorney (included on signature page to the Registration Statement)