

TWEETER HOME ENTERTAINMENT GROUP INC

Form S-8

October 29, 2001



**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share (1)</b>	<b>Proposed Maximum Aggregate Offering Price (1)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$.01 per share	788,876	\$ 15.61	\$ 12,314,354.36	\$ 3,078.59

(1) Estimated pursuant to Rule 457(h) and (c) solely for the purpose of calculating the amount of registration fee based on the average high and low prices reported by Nasdaq on October 22, 2001.

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**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference

The information contained in Part II of the registration statement on Form S-8, SEC File No. 333-67865, is incorporated by reference into this registration statement.

The following documents are incorporated in this registration statement by reference:

(a) the registrant's annual report on Form 10-K for the fiscal year ended September 30, 2000 filed pursuant to the Securities Exchange Act of 1934 that contains audited financial statements for the fiscal year ended September 30, 2000;

(b) the registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended December 31, 2000, March 31, 2001 and June 30, 2001, filed pursuant to the Securities Exchange Act of 1934;

(c) the registrant's Current Reports on Form 8-K dated June 8, 2001 and August 10, 2001; and

(d) the description of the registrant's common stock contained in the registrant's Registration Statement on Form 8-A filed pursuant to the Securities Exchange Act of 1934 on April 27, 1998, and amended on June 5, 1998.

In addition, all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Item 8. Exhibits

<b>Exhibit Number</b>	<b>Description</b>
4.1	Tweeter Home Entertainment Group, Inc. 1998 Stock Option and Incentive Plan, as amended

Exhibit Number	Description
5.1 Opinion of Goulston & Storrs, P.C.23.1 Consent of Deloitte & Touche LLP23.2 Consent of Goulston & Storrs, P.C. (included in opinion filed as Exhibit 5.1)24 Power of Attorney (included on signature page)	

**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 Canton, Commonwealth of Massachusetts, on October 29, 2001.

TWEETER HOME ENTERTAINMENT  
GROUP, INC.

By: /s/ Joseph McGuire

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Joseph McGuire  
Vice President and Chief Financial  
Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey Stone and Joseph McGuire, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or 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, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their 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 has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey Stone</u> Jeffrey Stone	Director, President and Chief Executive Officer (Principal Executive Officer)	October 29, 2001
<u>/s/ Joseph McGuire</u> Joseph McGuire	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 29, 2001
<u>/s/ Samuel Bloomberg</u> Samuel Bloomberg	Director and Chairman of the Board	October 29, 2001
<u>/s/ Jeffrey Bloomberg</u> Jeffrey Bloomberg	Director	October 29, 2001
<u>/s/ Matthew Bronfman</u> Matthew Bronfman	Director	October 29, 2001
<u>/s/ Michael Cronin</u> Michael Cronin	Director	October 29, 2001
<u>/s/ Steven Fischman</u>	Director	October 29, 2001

Steven Fischman

Signature	Title	Date
_____ /s/ Peter Beshouri	Director	October 29, 2001
Peter Beshouri		



**Exhibit Index**

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