

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

JOHNSON OUTDOORS INC.

(Exact name of registrant as specified in its charter)

WISCONSIN

39-2019963

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. Employer  
Identification No.)

1326 Willow Road  
Sturtevant, Wisconsin

53177

(Address of principal executive offices)

(Zip Code)

JOHNSON OUTDOORS INC. 1994 NON-EMPLOYEE DIRECTOR STOCK OWNERSHIP PLAN

(Full title of the plan)

Helen P. Johnson-Leipold  
Chairman and Chief Executive Officer  
Johnson Outdoors Inc.  
1326 Willow Road  
Sturtevant, Wisconsin 53177  
(262) 884-1500  
(Name, address and telephone number,  
including area code, of agent for service)

With copies to:  
Benjamin F. Garmer, III  
Russell E. Ryba  
Foley & Lardner  
777 East Wisconsin Avenue  
Milwaukee, WI 53202  
(414) 271-2400

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$.05 par value	50,000 shares	\$9.93(1)	\$496,500(1)	\$45.68

- Estimated pursuant to Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Class A Common Stock as reported by the Nasdaq National Market on March 12, 2002.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

On January 28, 1994, Johnson Outdoors Inc., a Wisconsin corporation (the "Registrant"), filed a Registration Statement on Form S-8 (File No. 033-52073) to register 50,000 shares of the Registrant's Class A Common Stock, par value \$.05 per share (the "Class A Common Stock"), issuable under the Johnson Outdoors Inc. 1994 Non-Employee Director Stock Ownership Plan (the "Stock Ownership Plan"). On September 30, 1999, the Registrant filed a Registration Statement on Form S-8 (File No. 333-88089) to register 50,000 additional shares of the Class A Common Stock in connection with the Stock Ownership Plan.

On December 13, 2001, the Board of Directors of the Registrant approved an amendment to the Stock Ownership Plan to increase the number of shares of Class A Common Stock from 100,000 to 150,000. On February 19, 2002, the shareholders of the Registrant approved this amendment. The purpose of this Registration Statement is to register 50,000 additional shares of the Class A Common Stock in connection with the Stock Ownership Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Registrant's Registration Statements on Form S-8 (File Nos. 033-52073 and 333-88089), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

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The following exhibits have been filed (except where otherwise indicated) as part of this Registration Statement:

Exhibit No. -----	Exhibit -----
4	Johnson Outdoors Inc. 1994 Non-Employee Director Stock Ownership Plan, as amended to date*
5	Opinion of Foley & Lardner
23.1	Consent of Arthur Andersen LLP
23.2	Consent of KPMG LLP
23.3	Consent of Foley & Lardner (contained in Exhibit 5 hereto)
24	Power of Attorney relating to subsequent amendments (included on the signature page to this Registration Statement)

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\* To be filed by amendment or as an exhibit to one of the Registrant's subsequent filings under the Securities Exchange Act of 1934, as amended.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Racine and State of Wisconsin on this 28th day of February, 2002.

JOHNSON OUTDOORS INC.

By: /s/ Helen P. Johnson-Leipold

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 Helen P. Johnson-Leipold  
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated. Each person whose signature appears below constitutes and appoints Helen P. Johnson-Leipold and Paul A. Lehmann each of them individually, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for him or her and in his or her 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 other 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ Helen P. Johnson-Leipold ----- Helen P. Johnson-Leipold	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2002
/s/ Thomas F. Pyle, Jr. ----- Thomas F. Pyle, Jr.	Vice Chairman of the Board and Director	February 28, 2002
/s/ Samuel C. Johnson ----- Samuel C. Johnson	Director	February 28, 2002
/s/ Gregory E. Lawton ----- Gregory E. Lawton	Director	February 28, 2002
/s/ Terry E. London ----- Terry E. London	Director	February 28, 2002
/s/ John M. Fahey, Jr. ----- John M. Fahey, Jr.	Director	February 26, 2002
/s/ Paul A. Lehmann ----- Paul A. Lehmann	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2002

EXHIBIT INDEX

JOHNSON OUTDOORS INC. 1994 NON-EMPLOYEE DIRECTOR STOCK OWNERSHIP PLAN

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BRUSSELS  
CHICAGO  
DENVER  
DETROIT  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
ORLANDO  
SACRAMENTO  
SAN DIEGO/DEL MAR  
SAN FRANCISCO  
TALLAHASSEE  
TAMPA  
WASHINGTON, D.C.  
WEST PALM BEACH

FOLEY : LARDNER  
ATTORNEYS AT LAW

Exhibit 5

March 15, 2002

Johnson Outdoors Inc.  
1326 Willow Road  
Sturtevant, Wisconsin 53177  
Ladies and Gentlemen:

We have acted as counsel for Johnson Outdoors Inc., a Wisconsin corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of an additional 50,000 shares of the Company's Class A Common Stock, par value \$.05 per share (the "Registered Shares"), issuable under the Johnson Outdoors Inc. 1994 Non-Employee Director Stock Ownership Plan (the "Plan").

In our role as counsel, we have examined: (a) the Plan, as amended to date; (b) signed copies of the Registration Statement; (c) the Articles of Incorporation and Bylaws of the Company, as amended to date; (d) resolutions of the Company's Board of Directors relating to the Plan and the issuance of the Registered Shares thereunder; and (e) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

Based on the foregoing, we are of the opinion that:

1. The Company is a corporation validly existing under the laws of the State of Wisconsin.
2. The Registered Shares, when issued by the Company pursuant to the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable (except as may be provided in Section 180.0622(2)(b) of the Wisconsin Business Corporation Law and judicial interpretations thereof).

We consent to the use of this opinion as an Exhibit to the Registration Statement and to the references to our firm therein. In giving our consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner  
FOLEY & LARDNER

FOLEY & LARDNER  
777 EAST WISCONSIN AVENUE, SUITE 3800  
MILWAUKEE, WISCONSIN 53202-5367  
TEL: 414.271.2400  
FAX: 414.297.4900  
WWW.FOLEYLARDNER.COM

Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated November 8, 2001, except for Notes 5 and 17, as to which the date is December 21, 2001, included in the Johnson Outdoors, Inc.'s Form 10-K for the fiscal year ended September 28, 2001 and to all references to our firm included in this registration statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin  
March 11, 2002

Consent of KPMG LLP

Shareholders and Board of Directors  
Johnson Outdoors Inc.:

We consent to incorporation by reference in this Registration Statement on Form S-8 of Johnson Outdoors Inc. of our report dated November 6, 2000, relating to the consolidated balance sheet of Johnson Outdoors Inc. and subsidiaries as of September 29, 2000 and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the two-year period ended September 29, 2000, which report appears in the 2001 Annual Report on Form 10-K of Johnson Outdoors Inc.

/s/ KPMG LLP

Milwaukee, Wisconsin  
March 13, 2002