

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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COPYTELE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware 11-2622630  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

900 Walt Whitman Road  
Melville, New York 11747  
(631) 549-5900  
(Address, Including Zip Code, and Telephone Number,  
including Area Code, of Registrant's Principal Executive Offices)  
COPYTELE, INC. 2000 SHARE INCENTIVE PLAN

(Full Title of Plan)  
Denis A. Krusos  
Chairman of the Board and Chief Executive Officer  
CopyTele, Inc.  
900 Walt Whitman Road  
Melville, New York 11747  
(631) 549-5900  
(Name and Address, Including Zip Code,  
and Telephone Number, Including Area Code, of Agent for Service)

<TABLE>  
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Each Class 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
<S> Common Stock, par value \$0.01 per share	<C> 5,000,000 shares (3)	<C> \$0.425	<C> \$2,125,000	<C> \$531.25

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- (1) Plus such indeterminate number of shares of Common Stock of the Registrant as may be issued to prevent dilution resulting from stock dividends, stock splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933.
- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, based upon the average of the high and low sales prices of the Registrant's Common Stock on the Nasdaq National Market on September 10, 2001.
- (3) Represents the registration of shares of Common Stock issuable under the CopyTele, Inc. 2000 Share Incentive Plan.

EXPLANATORY NOTE

This Registration Statement registers 5,000,000 additional shares of common stock of CopyTele, Inc. (the "Company"), par value \$.01 per share (the "Common Stock"), for issuance pursuant to the Company's 2000 Share Incentive Plan, as amended. The contents of an earlier Registration Statement on Form S-8 in respect of the Company's 2000 Share Incentive Plan, as filed with the Securities and Exchange Commission on January 9, 2001, Registration No. 333-53416 are hereby incorporated by reference.

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 at Melville, State of New York, on this 19th day of September, 2001.

CopyTele, Inc.

By: DENIS A. KRUSOS  
-----  
Denis A. Krusos  
Chairman of the Board and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Denis A. Krusos and Frank J. DiSanto acting individually, his true and lawful attorney-in-fact and

agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all 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 attorney-in-fact and agent 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 attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<TABLE>

Signature -----	Title -----	Date ----
<S> DENIS A. KRUSOS ----- Denis A. Krusos	<C> Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	<C> September 19, 2001
FRANK J. DISANTO ----- Frank J. DiSanto	President and Director	September 19, 2001
HENRY P. HERMS ----- Henry P. Herms	Vice President-Finance, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	September 19, 2001
ANTHONY BOWERS ----- Anthony Bowers	Director	September 19, 2001
GEORGE P. LAROUNIS ----- George P. Larounis	Director	September 19, 2001
LEWIS H. TITTERTON ----- Lewis H. Titterton	Director	September 19, 2001

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#### EXHIBIT INDEX

Exhibit No. -----	Description -----
4(a) -	Certificate of Incorporation of the Company, as amended, filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 1992 (incorporated by reference).
4(b) -	By-Laws of the Company, as amended and restated, filed as Exhibit 4(b) to the Company's Registration Statement on Form S-8, Registration No. 33-49402 (incorporated by reference).
4(c) -	CopyTele, Inc. 2000 Share Incentive Plan (the "Plan"), filed as Annex A to the Company's Proxy Statement dated June 12, 2000 (incorporated by reference).
4(d)	Amendment No. 1 to the Plan, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 2001 (incorporated by reference).
5 -	Opinion and consent of Weil, Gotshal & Manges LLP (filed herewith).
23(a) -	Consent of Arthur Andersen LLP (filed herewith).
23(b) -	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5).

WEIL, GOTSHAL & MANGES LLP  
A LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS  
767 FIFTH AVENUE  
NEW YORK, NY 10153  
212-310-8000  
(FAX) 212-310-8007

September 19, 2001

CopyTele, Inc.  
900 Walt Whitman Road  
Melville, New York 11747

Ladies and Gentlemen:

We have acted as counsel to CopyTele, Inc. (the "Corporation") in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") filed by the Corporation with the Securities and Exchange Commission on the date hereof with respect to 5,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"), of the Corporation being registered in connection with the CopyTele, Inc. 2000 Share Incentive Plan (the "Plan").

In so acting, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Plan and such corporate records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Corporation, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Corporation.

Based upon the foregoing, and subject to the qualifications stated herein, we are of the opinion that the 5,000,000 shares of Common Stock being registered pursuant to the Registration Statement have been duly authorized and, when issued and delivered upon receipt by the Corporation of

consideration constituting lawful consideration under Delaware law in accordance with the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of a copy of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement and to any and all references to our firm in the Prospectus which is a part of the Registration Statement.

Very truly yours,

/s/ WEIL, GOTSHAL & MANGES LLP

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 January 19, 2001 included in CopyTele, Inc.'s Form 10-K for the fiscal year ended October 31, 2000 and to all references to our Firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP

Melville, New York  
September 19, 2001