

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**LENNOX INTERNATIONAL INC.**

Incorporated pursuant to the Laws of the State of DELAWARE

Internal Revenue Service Employer  
Identification No. 42-0991521

2140 Lake Park Blvd., Richardson, Texas 75080

**Nonemployee Directors' Compensation and Deferral Plan**

Carl E. Edwards, Jr.  
Executive Vice President,  
Chief Legal Officer and Secretary  
Lennox International Inc.  
2140 Lake Park Blvd. Richardson, Texas 75080  
(972) 497-5000

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be registered	Amount to be registered <sup>(1)(2)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee
Common Stock, par value \$.001 per share	30,000 shares	\$8.93	\$267,750	\$67.00

(1) Each share of Common Stock issued by the Registrant has one associated non-detachable right to purchase one one-hundredth of a share of Series A Junior Participating Preferred Stock.

(2) Calculated Pursuant to Rule 457(c) and (h) based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on October 8, 2001.

Page

**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, solely to register the issuance of up to 30,000 additional shares of Common Stock of Lennox International Inc. (the "Company") pursuant to the Nonemployee Directors' Compensation and Deferral Plan of Lennox International Inc., as amended. The Company previously filed a Registration Statement on Form S-8 (File No. 333-86989) covering 40,000 shares of its Common Stock authorized for issuance under such plan. Except as supplemented by the information set forth below, the contents of that earlier Registration Statement are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

Carl E. Edwards, Jr., the Executive Vice President, Chief Legal Officer and Secretary of the Company, has passed on the legality of the shares of Common Stock offered hereby for the Company. As of October 5, 2001, Mr. Edwards beneficially owned 197,174 shares of Common Stock and held options to purchase an additional 209,319 shares of Common Stock, of which options covering 101,216 shares were exercisable.

**Item 8. Exhibits**

- 4.1 Restated Certificate of Incorporation of the Company, as amended (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-75725) (the "S-1") and incorporated herein by reference)
- 4.2 Amended and Restated Bylaws of the Company (filed as Exhibit 3.2 to the S-1 and incorporated herein by reference)

4.3	Specimen of certificate representing Common Stock, par value \$0.01 per share, of the Company (filed as Exhibit 4.1 to the S-1 and incorporated herein by reference)
4.4	Nonemployee Directors' Compensation and Deferral Plan of Lennox International Inc. (filed as Exhibit 4.4 to the Company's Registration Statement on Form S-8 (File No. 333-86989) and incorporated herein by reference)
5	Opinion of Carl E. Edwards, Jr., Esq., Executive Vice President, Chief Legal Officer and Secretary of the Company (filed herewith)
23.1	Consent of Arthur Andersen LLP (filed herewith)
23.2	Consent of Carl E. Edwards, Jr., Esq. (included in Exhibit 5)
24	Power of Attorney (included on the execution page of this Registration Statement)

## 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 this Registration Statement 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 Richardson, State of Texas, on this 5th day of October, 2001.

### LENNOX INTERNATIONAL INC.

By: /s/ Robert E. Schjerven  
Name: Robert E. Schjerven  
Title: Chief Operating Officer

### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Lennox International Inc., a Delaware corporation, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission under the provisions of the Securities Act of 1933, hereby constitutes and appoints Robert E. Schjerven, Richard A. Smith and Carl E. Edwards, Jr., and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, and in any and all capacities, to sign and file any and all amendments to this Registration Statement on Form S-8, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, it being understood that said attorneys-in-fact and agents, and each of them, shall have 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 or she might or could do in person, and that each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact as 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, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on October 5, 2001.

Signature	Titles
<u>/s/ Robert E. Schjerven</u> Robert E. Schjerven	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Richard A. Smith</u> Richard A. Smith	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ John J. Hubbuch</u> John J. Hubbuch	Vice President, Controller Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ John W. Norris, Jr.</u> John W. Norris, Jr.	Chairman of the Board of Directors
<u>/s/ Linda G. Alvarado</u> Linda G. Alvarado	Director
<u>David H. Anderson</u>	Director
<u>/s/ Richard W. Booth</u> Richard W. Booth	Director
<u>/s/ Thomas W. Booth</u> Thomas W. Booth	Director
<u>/s/ David V. Brown</u> David V. Brown	Director
<u>/s/ James J. Byrne</u> James J. Byrne	Director
<u>/s/ Janet K. Cooper</u> Janet K. Cooper	Director
<u>/s/ C.L. (Jerry) Henry</u> C.L. (Jerry) Henry	Director
<u>/s/ John E. Major</u>	Director

John E. Major

/s/ John W. Norris, III  
John W. Norris, III Director

/s/ William G. Roth  
William G. Roth Director

/s/ Terry D. Stinson  
Terry D. Stinson Director

/s/ Richard L. Thompson  
Richard L. Thompson Director

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Carl E. Edwards, Jr., Esq.,  
Executive Vice President, Chief Legal Officer and Secretary  
Lennox International Inc.  
2140 Lake Park Blvd.  
Richardson, Texas 75080

October 5, 2001

Lennox International Inc.  
2140 Lake Park Blvd.  
Richardson, Texas 75080

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Lennox International Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the offering of up to 30,000 additional shares (the "Shares") of the common stock, par value \$0.01 per share ("Common Stock"), of the Company, pursuant to the Nonemployee Directors' Compensation and Deferral Plan of Lennox International Inc. (the "Plan"), certain legal matters in connection with the Shares are being passed upon for the Company by me. At the Company's request, this opinion is being furnished to the Company for filing as Exhibit 5 to the Registration Statement.

In my capacity as counsel to the Company in the connection referenced above, I have examined the Company's Restated Certificate of Incorporation and Amended and Restated Bylaws, each as amended to date, and the Plan, and have examined the originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed.

I have assumed that all signatures on all documents examined by me are genuine, that all documents submitted to me as originals are authentic, that all documents submitted to me as copies are true and correct copies of the originals thereof and that all information submitted to me was accurate and complete.

Based upon my examination as aforesaid, and subject to the assumptions, qualifications, limitations and exceptions herein set forth, I am of the opinion that:

1. The Company is a corporation duly incorporated and validly existing in good standing under the laws of the State of Delaware.
2. When issued and sold from time to time in accordance with the provisions of the Plan, for consideration calculated pursuant to the terms and provisions of the Plan by the Board of Directors of the Company charged with administering the Plan, the Shares will be duly authorized by all necessary corporate action on the part of the Company, validly issued, fully paid and nonassessable.

The opinions set forth above are limited to the General Corporation Law of the State of Delaware, and no opinion is expressed herein as to matters governed by the law of any other jurisdiction.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Carl E. Edwards, Jr.  
Carl E. Edwards, Jr.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our reports dated February 13, 2001 included in Lennox International Inc.'s Form 10-K for the period ending December 31, 2000 and to all references to our Firm included in this registration statement.

Arthur Andersen LLP

Dallas, Texas  
October 5, 2001