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BOWATER INC
 Form S-8
 May 18, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 18, 2001
 REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT UNDER THE
 SECURITIES ACT OF 1933

BOWATER INCORPORATED

 (Exact Name of Registrant as Specified in Its Charter)

DELAWARE

62-0721803

 (State of Incorporation)

 (IRS Employer Identification No.)

55 E. CAMPERDOWN WAY, P.O. BOX 1028, GREENVILLE, SOUTH CAROLINA 29602

 (Address of Principal Executive Offices)

BOWATER INCORPORATED SALARIED EMPLOYEES' SAVINGS PLAN

 (Full Title of the Plan)

WENDY C. SHIBA, ESQUIRE
 VICE PRESIDENT, SECRETARY AND ASSISTANT GENERAL COUNSEL
 BOWATER INCORPORATED
 55 E. CAMPERDOWN WAY, P.O. BOX 1028,
 GREENVILLE, SOUTH CAROLINA 29602
 (864) 271-7733

 (Name, Address and Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price
Common Stock \$1.00 par value per share	4,200,000 shares(1)	\$48.09(2)	\$201,978,000(2)

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) Estimated solely for purposes of calculating the registration fee, and pursuant to Rule 457(c) under the Securities Act, the proposed maximum

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offering price per unit and the registration fee are based on the reported average of the high and low sales prices of Bowater Incorporated Common Stock as reported on the New York Stock Exchange on May 11, 2001. Pursuant to Rule 457(h)(2) under the Securities Act, no separate fee is required with respect to the interests in the Plan covered by this Registration Statement.

This Registration Statement shall become effective automatically upon the date of filing in accordance with Section 8(a) of the Securities Act, and Rule 462 promulgated thereunder.

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of the instructions to Form S-8, Bowater Incorporated (the "Registrant") and the Bowater Incorporated Salaried Employees' Savings Plan (the "Plan") hereby incorporate by reference the contents of the previous Registration Statements filed by the Registrant and the Plan on Forms S-8 (Registration Nos. 333-00555, 333-41471 and 333-84161). The current registration of 4,200,000 shares of common stock of the Registrant will increase the total number of shares registered for issuance under the Plan to 8,100,000.

ITEM 8. EXHIBITS

Pursuant to General Instruction E of the instructions to Form S-8, the Registrant and the Plan hereby incorporate by reference the exhibits of the previous Registration Statements filed by the Registrant and the Plan on Forms S-8 (Registration Nos. 333-00555, 333-41471 and 333-84161). The following additional exhibits are filed as part of this Registration Statement.

No:	Exhibit:
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4.1	Amendment No. 1 to the Bowater Incorporated Salaried Employees' Savings Plan, As Amended and Restated Effective January 1, 1997.
4.2	Second Amendment to the Bowater Incorporated Salaried Employees' Savings Plan, As Amended and Restated Effective January 1, 1997.
4.3	Amendment No. 3 to the Bowater Incorporated Salaried Employees' Savings Plan, As Amended and Restated Effective January 1, 1997.
23	Consent of Accountants.
24	Powers of Attorney.

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SIGNATURES

The Registrant. 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

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Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Greenville, state of South Carolina, on May 16, 2001.

BOWATER INCORPORATED
(Registrant)

By: /s/ Arnold M. Nemirow

Arnold M. Nemirow
Chairman, President and
Chief Executive Officer

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 dates indicated.

SIGNATURE	TITLE
/s/ Arnold M. Nemirow ----- Arnold M. Nemirow	Chairman of the Board, President and Chief Executive Officer (principal executive officer)
/s/ David G. Maffucci ----- David G. Maffucci	Senior Vice President and Chief Financial Officer (principal financial officer)
/s/ Michael F. Nocito ----- Michael F. Nocito	Vice President and Controller (principal accounting officer)
* ----- Francis J. Aguilar	Director
* ----- Richard Barth	Director
* ----- Kenneth M. Curtis	Director
* ----- Cinda A. Hallman	Director

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SIGNATURE	TITLE
----- * Charles J. Howard	Director
----- * James L. Pate	Director
----- * John A. Rolls	Director
----- * Arthur R. Sawchuk	Director

*Wendy C. Shiba, by signing her name hereto, does sign this document on behalf of the persons indicated above pursuant to powers of attorney duly executed by such persons that are filed herewith as Exhibit 24.

By: /s/ Wendy C. Shiba

Wendy C. Shiba,
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Greenville, state of South Carolina, on May 16, 2001.

BOWATER INCORPORATED
SALARIED EMPLOYEES' SAVINGS PLAN
(Plan)

By: /s/ Aaron Whitlock

Aaron Whitlock,
Plan Administrator