
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

MOVADO GROUP, INC.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

13-2595932
(I.R.S. Employer
Identification Number)

125 Chubb Avenue
Lyndhurst, New Jersey 07071
(201) 460-4800

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Timothy F. Michno, Esq.
Movado Group, Inc.
125 Chubb Avenue
Lyndhurst, New Jersey 07071
(201) 460-4800

(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:

Judith R. Thoyer, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, New York 10019
(212) 373-3000

Denise A. Cerasani, Esq.
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, NY 10019
(212) 259-8000

Approximate date of commencement of proposed sale to the public: As
soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. / /

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. [X] No. 333-35875

If this Form is a post-effective amendment filed pursuant to Rule
462(c) under the Securities Act, check the following box and list the Securities
Act registration statement number of the earlier effective registration
statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule
434, please check the following box. / /

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
Common Stock, (\$.01 par value)...	80,000	\$21.50	\$1,720,000	\$521.21

(1) Includes 80,000 shares that the Underwriters have the option to purchase to cover over-allotments, if any.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933.

INCORPORATION BY REFERENCE
OF REGISTRATION STATEMENT ON FORM S-3 (FILE NO. 333-35875)

Movado Group, Inc. (the "Company") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-35875), as amended (including the exhibits thereto), declared effective at approximately 3:30 p.m. on October 20, 1997 by the Securities and Exchange Commission.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits

Exhibit Number -----	Description -----
5.1*	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison.
23.1*	Consent of Price Waterhouse LLP.
23.2	Consent of Paul, Weiss, Rifkind, Wharton & Garrison (included in opinion filed as Exhibit 5.1).

* Filed herewith.

(b) Financial Statement Schedules and Related Report are incorporated by reference herein.

Schedule VIII -- Valuation and Qualifying Accounts and Reserves (incorporated by reference to Movado Group, Inc. Registration Statement on Form S-3 (Registration No. 333-35875)).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 21st day of October, 1997.

MOVADO GROUP, INC.

By: /s/ Efraim Grinberg

Efraim Grinberg
President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 21, 1997.

Signature	Title
/s/ Gedalio Grinberg ----- Gedalio Grinberg	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Efraim Grinberg ----- Efraim Grinberg	President and Director
/s/ Michael J. Bush ----- Michael J. Bush	Executive Vice President, Chief Operating Officer and Director
/s/ Kenneth J. Adams ----- Kenneth J. Adams	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ John J. Rooney ----- John J. Rooney	Corporate Controller (Principal Accounting Officer)
/s/ Margaret Hayes Adame ----- Margaret Hayes Adame	Director
/s/ Alan H. Howard ----- Alan H. Howard	Director
/s/ Donald Oresman ----- Donald Oresman	Director

/s/ Leonard L. Silverstein Director

Leonard L. Silverstein

EXHIBIT INDEX

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Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, New York 10019
(212) 373-3000

October 21, 1997

Movado Group, Inc.
125 Chubb Avenue
Lyndhurst, New Jersey 07071

Movado Group, Inc.
Registration Statement on Form S-3

Ladies and Gentlemen:

In connection with the Registration Statement (the "Abbreviated Registration Statement"), filed today with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Act"), and the rules and regulations promulgated thereunder (the "Rules"), which incorporates by reference the Registration Statement on Form S-3 (the "Registration Statement") (Registration No. 333-35875), which was declared effective on October 20, 1997 by the Commission, we have been requested by Movado Group, Inc., a New York corporation (the "Company"), to furnish our opinion as to the legality of the 80,000 shares (the "Over-Allotment Shares") of common stock, par value \$0.01 per share (the "Common Stock"), that may be sold by The Grinberg Family Foundation upon exercise of the Underwriters' over-allotment option, all of which shares are being registered for sale under the Abbreviated Registration Statement.

In connection with the furnishing of this opinion, we have reviewed the Abbreviated Registration Statement and the Registration Statement (including all

Movado Group, Inc.

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amendments thereto filed on or prior to the date hereof), the form of the Underwriting Agreement for the sale of the Common Stock included as Exhibit 1.1 to the Registration Statement, originals, or copies certified or otherwise identified to our satisfaction, of the Company's Restated Certificate of Incorporation and Restated By-laws, as amended to date, and records of certain of the Company's corporate proceedings. We have made such other investigations of fact and law and have examined and relied upon the originals, or copies certified or otherwise identified to our satisfaction, of such other certificates, records, agreements, instruments and documents, as in our judgment are necessary or appropriate to render the opinion expressed below.

In rendering the opinion set forth below, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, photocopied, reproduced or conformed copies, the authenticity of all such latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based on the foregoing, and subject to the assumptions, exceptions and qualifications set forth herein, we are of the opinion that the Over-Allotment Shares, when issued upon conversion of a like amount of Class A Common Stock, par value \$.01 per share, of the Company into shares of Common Stock, will be duly authorized, validly issued, fully paid and nonassessable.

Our opinion expressed above is limited to the New York Business Corporation Law. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders thereunder, which are currently in effect.

We consent to the filing of this opinion as an exhibit to the Abbreviated Registration Statement and the reference to our name under the caption "Legal Matters" in the prospectus incorporated by reference into the Abbreviated Registration Statement. In giving this consent, we do not thereby agree that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ Paul, Weiss, Rifkind, Wharton & Garrison

PAUL, WEISS, RIFKIND, WHARTON & GARRISON

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated March 24, 1997, except as to Note 16 which is as of September 29, 1997, which appears on page F-2 of the Registration Statement on Form S-3 (No. 333-35875) as amended, which appears in such Prospectus. We also consent to the application of such report to the Financial Statement Schedule for the three years ended January 31, 1997 listed under Item 16(b) of this Registration Statement when such schedule is read in conjunction with the financial statements referred to in our report. The audits referred to in such report also included this schedule.

PRICE WATERHOUSE LLP
Morristown, New Jersey
October 21, 1997