

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PRMA-FIX ENVIRONMENTAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

58-1954497

(State of Incorporation)

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

1940 Northwest 67th Place, Suite A, Gainesville, Florida 32653

(Address of principal executive offices) (Zip Code)

Perma-Fix Environmental Services, Inc.
1996 Employee Stock Purchase Plan

(Full Titles of Plan)

Richard T. Kelecy, Chief Financial Officer
1940 Northwest 67th Place, Suite A
Gainesville, Florida 32653
(352) 373-4200

(Name, address and telephone number of agent for service)

<TABLE>

<CAPTION>

Title 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>	<C>	<C>	<C>	<C>
Common Stock (\$.001 par value)	500,000	\$1.6875	\$843,750	\$255.68

<FN>

- (1) The 500,000 shares of the registrant's common stock, \$.001 par value ("Common Stock") to be registered represent the anticipated maximum number of shares which are to be issued pursuant to the Perma-Fix Environmental Services, Inc. 1996 Employee Stock Purchase Plan (the "1996 Plan"). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Act"), this Registration Statement also covers an indeterminate number of shares of Common Stock as, in accordance with the registrant's 1996 Plan, may be required to cover possible adjustments to the Common Stock resulting from stock splits, stock dividends or similar transactions.

- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h), of the Act, on the basis of the average bid and asked prices for the Common Stock on April 22, 1997, of \$1.5625 and \$1.8125, respectively, as reported on the National Association of Securities Dealers Automated Quotation System.

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PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated herein by reference:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 1996;
- (b) All other reports filed pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (a) above;
- (c) Description of the Registrant's Common Stock set forth in the Registrant's Form S-1 Registration Statement, dated September 11, 1992, Commission File No. 33-51874.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents (such documents, and the documents listed above, being hereinafter referred to as "Incorporated Documents"). Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

The class of securities to be offered is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's Restated Certificate of Incorporation, as amended, provides for the indemnification by the Registrant of its directors and officers to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware (or any similar provision or provisions of applicable law at the time in effect). This indemnification is not deemed exclusive of any other rights to

which those seeking indemnification might be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. This indemnification will continue as to such person who was a director or officer of the Registrant, but has ceased to be a director or officer and inure to the benefit of the heirs, executors and administrators of such person.

Effective as of November 26, 1991, the Restated Certificate of Incorporation of the Registrant was amended to, among other things, limit the liability of its directors to the corporation or its stockholders for any monetary damages for breaches of fiduciary duty as a director. Under the Registrant's Restated Certificate of Incorporation, as amended, and as permitted under the Delaware General Corporation Law, directors are not liable to the Registrant or its stockholders for monetary damages arising from a breach of their fiduciary duties as directors. Such provision, however, does not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law (relating to liability of directors for unlawful payment of dividend or unlawful stock purchase or redemption); or (iv) for any transaction from which the director derived an improper personal benefit. The director's limitations of liability described above may not limit a director's liability for violation of, or otherwise relieve the Registrant or its directors from the necessity of complying with, federal or state securities laws or affect the availability of equitable remedies, such as injunctive relief or rescission. However, as a practical matter, equitable remedies may not be available in all situations, and there may be instances in which no effective remedy is available at all. The Registrant maintains a form of officers' and directors' liability insurance policy which provides coverage to the officers and directors of the Registrant for certain liabilities.

Item 7. Exemption from Registration Claimed

Not applicable.

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Item 8. Exhibits

Exhibit

Number	Description of Document
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<S>	<C>
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4.1	Restated Certificate of Incorporation, as amended, and all Certificates of Designations, incorporated by reference from Exhibit 3(i) from the Company's Form 10-K for the fiscal year ended December 31, 1996.
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4.2	Bylaws, as incorporated by reference from Exhibit 3.2 to the Company's Registration Statement No. 33-51874, as filed on September 11, 1992.
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4.3	Specimen Common Stock Certificate as incorporated by reference from Exhibit 4.3 to the Company's Registration Statement No. 33-51874, as filed on September 11, 1992.
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4.4	Perma-Fix Environmental Services, Inc. 1996 Employee
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Stock Purchase Plan as incorporated by reference to the Company's Proxy Statement dated November 8, 1996.

- 5.1 Opinion of Conner & Winters, P.C.
 - 23.1 Consent of Conner & Winters, P.C. (incorporated into Exhibit 5.1 hereto).
 - 23.2 Consent of BDO Seidman, LLP.
 - 23.3 Consent of Arthur Andersen LLP.
 - 24.1 Powers of Attorney (included on signature page).
- </TABLE>

Item 9. Undertakings.

The Registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(i) and (a)(ii) above do not apply if the Registration Statement is on Form S-3 or Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) To remove from registration by means of a post-effective amendment any of the securities being registered remaining unsold at the termination of the offering.
- (d) That, for purpose of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the

Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the Securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (e) To deliver, or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Exchange Act; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.
- (f) Insofar as indemnification for liabilities rising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions of the Restated Certificate of Incorporation or Bylaws of the Registrant and the provisions of the laws of the State of Delaware described in Item 6, above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expense incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 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 Atlanta, State of Georgia, on the 25th day of April, 1997.

PERMA-FIX ENVIRONMENTAL
SERVICES, INC.

By: /s/ Dr. Louis F. Centofanti

Dr. Louis F. Centofanti
Chairman of the Board,

Chief Executive Officer
and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints Dr. Louis F. Centofanti as his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his 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 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 might or could do them in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their or his substitute or substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Form S-8 Registration Statement has been signed below by the following persons on behalf of the registrant and in capacities and on the dates indicated.

/s/ Dr. Louis F. Centofanti

Date: April 25, 1997

Dr. Louis F. Centofanti
Chairman of the Board,
Chief Executive Officer and President

/s/ Richard T. Kelecy

Date: April 25, 1997

Richard T. Kelecy
Chief Financial Officer

/s/ Mark A. Zwecker

Date: April 25, 1997

Mark A. Zwecker
Director

/s/ Steve Gorlin

Date: April 25, 1997

Steve Gorlin
Director

/s/ Jon Colin

Date: April 25, 1997

Jon Colin
Director
<TABLE>
<CAPTION>

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ended December 31, 1996.

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23.3	Consent of Arthur Andersen L.L.P.	13
24.1	Powers of Attorney (included on signature page).	6

<FN>

* Incorporated herein by reference.

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</TABLE>

CONNER & WINTERS
A PROFESSIONAL CORPORATION

LAWYERS

One Leadership Square
211 North Robinson, Suite 1700
Oklahoma City, Oklahoma 73102-7101
(405) 272-5711
FAX (405) 232-2695

April 25, 1997

Perma-Fix Environmental Services, Inc.
1940 Northwest 67th Place
Gainesville, Florida 32606

Re: Perma-Fix Environmental Services, Inc.; Form S-8
Registration Statement; Our File No. 7034.1

Gentlemen:

We are delivering this opinion to you in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), of the Registration Statement on Form S-8 (the "Registration Statement") of Perma-Fix Environmental Services, Inc., a Delaware corporation (the "Company"), for the registration of 500,000 shares of the Company's Common Stock, \$.001 par value (the "Common Stock"), to be issued by the Company pursuant to the Company's 1996 Employee Stock Purchase Plan ("1996 Plan") from time to time to employees of the Company and its subsidiaries.

In connection with this opinion, the undersigned has examined and relied upon such corporate records, certificates, other documents and questions of law, as we have considered necessary or appropriate for the purposes of this opinion, including, but not limited to, the following:

- (a) the Company's Restated Certificate of Incorporation, as amended;
- (b) the Company's Bylaws;
- (c) the 1996 Plan;
- (d) Unanimous Written Consent of the Board of Directors of the Company, dated September 19, 1996;

Perma-Fix Environmental Services, Inc.
April 25, 1997
Page 2

- (e) a certificate of the Secretary of the State of Delaware dated April 24, 1997, as to the good standing of the Company;
- (f) the Registration Statement; and

(g) Summary Information regarding the 1996 Plan.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of all persons, the authenticity of all documents submitted as originals, the conformity with the original documents of all documents submitted as certified or photostatic copies, and the authenticity of the originals of such copies. We have further assumed that each recipient of shares of the Company's Common Stock under the 1996 Plan is an Eligible Employee, as defined in the 1996 Plan, and that any shares of the Company's Common Stock to be issued pursuant to the 1996 Plan will have been registered in accordance with the Act, absent the application of an exemption from registration, prior to the issuance of such shares.

In reliance upon and based on such examination and review, we are of the opinion that the 500,000 shares of Common Stock which may be issued pursuant to the 1996 Plan will constitute, when issued pursuant to the terms of such 1996 Plan, duly authorized, validly issued, fully paid and nonassessable shares of Common Stock of the Company.

We hereby consent to the filing of this opinion as Exhibit 5.1 to said Registration Statement and to the reference to Conner & Winters, P.C. wherever it appears in such Registration Statement.

Sincerely,

CONNER & WINTERS, P.C.

/s/ Conner & Winters, P.C.

IHS:plh

BALL:\N-P\PESI\S-8\4-97\EDGAR\EXHIB5.1

ARTHUR ANDERSEN LLP

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation by reference in this Form S-8 registration statement of our report dated March 15, 1996 included in Perma-Fix Environmental Services, Inc.'s Form 10-K for the year ended December 31, 1996, and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

Jacksonville, Florida
April 23, 1997

ARTHUR ANDERSEN LLP

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation by reference in this Form S-8 registration statement of our report dated March 15, 1996 included in Perma-Fix Environmental Services, Inc.'s Form 10-K for the year ended December 31, 1996, and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

Jacksonville, Florida
April 23, 1997