

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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

ULTRALIFE BATTERIES, INC.
(Exact name of issuer as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation organization)

161387013
(I.R.S. Employer Identification No.)

2000 Technology Parkway
Newark, NY 14513
(Address of principal executive offices)

1992 STOCK OPTION PLAN;
1991 STOCK OPTION PLAN, AS AMENDED;
and
OUTSTANDING OPTIONS ISSUED UNDER
EMPLOYMENT AND COMPENSATION ARRANGEMENTS
(Full title of the plans)

JOHN D. KAVAZANJIAN
President and Chief Executive Officer
Ultralife Batteries, Inc.
2000 Technology Parkway
Newark, NY 14513
(Name and address of agent for service)

(315) 332-7100
(Telephone number, including area code, of agent for service)

Copy to:
PAUL SHARE
Share & Blejec LLP.
317 Madison Avenue
Suite 1421
New York, New York 10017
(212) 378-1200

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CALCULATION OF REGISTRATION FEE

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Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of Registration fee
Common Stock, par value \$.10 per share	650,000	\$13.66(1)	\$8,879,000(1)	\$2,344.06
	500,000	\$5 3/16(2)	\$2,593,750	\$ 684.75

				\$3,028.81

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(1) Estimated pursuant to paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the registration fee, based upon the average of the reported high and low sales prices of shares of Common Stock on March 2, 2000 as reported on the NASDAQ National Market System.

(2) Exercise price for such shares.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information contained in Ultralife Batteries, Inc.'s (the "Registrant") registration statement on Form S-8 #33-61866 (which registered shares of the same class of securities as are registered herein), are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of Registration Statement #33-61866 (which registered shares of the same class of securities as are registered herein), are incorporated herein by reference.

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission are incorporated by reference in this registration statement:

- (a) The Registrant's Form 10-K for the fiscal year ended June 30, 1999;
- (b) The Registrant's Form 10-Q for the quarters ended September 30, 1999 and December 31, 1999;
- (c) The description of the Common Stock contained in the Registration Statement #333-47087 on Form S-3 filed with the Commission on April 30, 1998 and declared effective on April 30, 1998.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all the securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any reference herein 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 document which also is incorporated or deemed to be incorporated by reference herein, 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.

Not applicable under instruction E.

Item 5. Interests of Named Experts and Counsel.

Not applicable under instruction E.

Item 6. Indemnification of Directors and Officers.

Not applicable under instruction E.

Item 7. Exemption from Registration Claimed.

Not applicable under instruction E.

Item 8. Exhibits.

The following is a list of exhibits filed as part of this registration statement.

Exhibit Number -----	Exhibit -----
5.1	Opinion of Share & Blejec LLP
23.1	Consent of Arthur Andersen
23.2	Consent of Share & Blejec LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (included as part of the signature page)

Item 9. Undertakings.

Not applicable under instruction E.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 New York, State of New York, on the 6th day of March, 2000.

ULTRALIFE BATTERIES, INC.

By: /s/ John D. Kavazanjian

 John D. Kavazanjian
 President and Chief Executive Officer

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

Each person, in so signing, also makes, constitutes and appoints John D. Kavazanjian President and Chief Executive Officer and Director, and Arthur M. Lieberman, Chairman and Director, and each of such officers acting singly, his true and lawful attorney-in-fact, in his name, place and stead to execute and cause to be filed with the Securities and Exchange Commission any or all amendments to this Registration Statement, with all exhibits and any and all documents required to be filed with respect thereto, and to do and perform each and every act and thing necessary to effectuate the same.

Signature -----	Title -----	Date -----
/s/ Arthur M. Lieberman ----- Arthur M. Lieberman	Chairman of the Board and Director	March 6, 2000
/s/ John D. Kavazanjian ----- John D. Kavazanjian	President and Chief Executive Officer and Director	March 6, 2000
/s/ Joseph N. Barrella ----- Joseph N. Barrella	Senior Vice President of Technology and New Business Development and Director	March 6, 2000
/s/ Joseph C. Abeles ----- Joseph C. Abeles	Treasurer and Director	March 6, 2000
/s/ Richard Hansen ----- Richard Hansen	Director	March 6, 2000
/s/ Bruce Jagid ----- Bruce Jagid	Director	March 6, 2000
/s/ Carl Rosner ----- Carl Rosner	Director	March 6, 2000
/s/Robert Fishback ----- Robert Fishback	Vice President of Finance and Chief Financial Officer (Principal Financial Officer)	March 6, 2000

INDEX TO EXHIBITS

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317 MADISON AVENUE
SUITE 1421
NEW YORK, NEW YORK 10017
TELEPHONE (212) 378-1200
TELEFAX (212) 378-1299

March 6, 2000

Ultralife Batteries, Inc.
2000 Technology Parkway
Newark, NY 14513

Re: Registration Statement on Form S-8 Relating to 1,150,000 additional shares issuable pursuant to the Company's 1992 Stock Option Plan and to other plans

Dear Sir or Madam:

We have acted as counsel to Ultralife Batteries, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a registration statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to the offering up of up to 650,000 additional shares of the Company's Common Stock, par value \$.10 per share (the "Common Stock"), to be issued pursuant to stock options granted or to be granted under the Company's 1992 Stock Option Plan (the "1992 Plan") and 500,000 shares of Common Stock under other plans of the Company. We have examined such records, documents, statutes and decisions as we have deemed relevant in rendering this opinion. In our examination we have assumed the genuineness of documents submitted to us as originals and the conformity with the original of all documents submitted to us as copies thereof.

In our opinion, the shares of the Company's Common Stock to be issued upon exercise of the options granted or to be granted in accordance with the terms of the 1992 Plan or the other plans, when issued in accordance with the terms of the 1992 Plan or such other plans for a price not less than the par value thereof, will validly issued, fully paid and nonassessable shares of the Common Stock of the Company.

The opinion set forth above is limited to the General Corporation Law of the State of Delaware.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such opinion, we do not thereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Paul Share

Paul Share

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 September 8, 1999 included in Ultralife Batteries Inc.'s Form 10-K for the year ended June 30, 1999 and to all references to our Firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP

Rochester, New York
March 7, 2000