

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

 THE QUIGLEY CORPORATION
 (Exact name of registrant as specified in its charter)

NEVADA
 (State or other jurisdiction of
 incorporation or organization)

23-2577138
 (I.R.S. Employer
 Identification No.)

Kells Building
 621 Shady Retreat Road
 Doylestown, Pennsylvania 18901

The 1997 Stock Option Plan
 of the Quigley Corporation,
 as amended

Guy J. Quigley
 President and Chief Executive Officer
 Kells Building
 621 Shady Retreat Road
 Daylestown, Pennsylvania 18901

(215) 345-0919
 (Telephone number, including area code, or agent for service)

 CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered(1) (2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount Of Registration Fee(3)
Common Stock, par value, \$.0005 per share.	1,500,000	\$1.37	\$2,055,000	\$514.00

- (1) Pursuant to Rule 416, the registration statement also covers such indeterminate additional shares of Common Stock as may become issuable as a result of any future anti-dilution adjustment in accordance with the terms of the 1997 Stock Option Plan (the "Plan").
- (2) The number of shares available for the grant of options under the Plan has been increased from 1,500,000 to 3,000,000.
- (3) Pursuant to Rule 457(h), the offering price per share, solely for the purpose of determining the registration fee, is based on the average of the bid and the ask price of \$1.51 and \$1.55, respectively, of the Company's Common Stock as reported by the NASDAQ Stock Market ("NASDAQ") on November 14, 2001.

EXPLANATORY STATEMENT

A total of 1,500,000 shares of Common Stock of the Quigley Corporation were registered by the Company on Form S-8 (No. 333-61313) which shares of Common Stock are to be issued in connection with the Company's 1997 Stock Option Plan). On May 4, 2001, the stockholders of the Company approved an amendment to the Plan to increase the number of shares of Common Stock issuable under the Plan from 1,500,000 shares to 3,000,000 shares.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference.

Item 8.	
Exhibits.	
Exhibit No.	Description of Document
- - - - -	- - - - -
5.1	Opinion of Olshan Grundman Frome Rosenzweig & Wolosky LLP
10.1	Amendment No. 1 to 1997 Stock Option Plan
23.1	Consent of PricewaterhouseCoopers LLP

[SIGNATURE PAGE FOLLOWS]

SIGNATURES

Pursuant to the requirements of the Securities Act, The Quigley Corporation 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 Township of Doyelstown, State of Pennsylvania on November 13, 2001.

THE QUIGLEY CORPORATION
a Nevada corporation

By: /s/ Guy J. Quigley

Guy J. Quigley
President and Chief
Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-8 has been signed by the following persons, including a majority of the Board of Directors, in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Guy J. Quigley ----- Guy J. Quigley	President, Chief Executive Officer and Director	11/13/2001
/s/ Charles A. Phillips ----- Charles A. Phillips	Executive Vice President, Chief Operating Officer and Director	11/13/2001
/s/ George S. Longo ----- George S. Longo	Chief Financial Officer and Director	11/13/2001
/s/ Eric H. Kaytes ----- Eric H. Kaytes	Chief Information Officer and Secretary	11/13/2001
/s/ Jacqueline F. Lewis ----- Jacqueline F. Lewis	Director	11/13/2001
/s/ Rounsevelle W. Schaum ----- Rounsevelle W. Schaum	Director	11/13/2001

Olshan Grundman Frome Rosenzweig & Wolosky LLP
505 Park Avenue
New York, New York 10022
(212) 753-7200

November 15, 2001

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

Re: The Quigley Corporation
Registration Statement on Form S-8

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-8 dated the date hereof (the "Registration Statement"), filed with the Securities and Exchange Commission by The Quigley Corporation, a Nevada corporation (the "Company"). The Registration Statement relates to an aggregate of 1,500,000 (the "Shares") of common stock, par value \$.0005 per share issuable pursuant to an amendment to the Company's 1997 Stock Option Plan (the "Plan") which increases the number of shares of common stock issuable under the Plan from 1,500,000 to 3,000,000 shares.

We advise you that we have examined originals or copies certified or otherwise identified to our satisfaction of the Certificate of Incorporation and By-laws of the Company, minutes of meetings of the Board of Directors and stockholders of the Company, the Plan and such other documents, instruments and certificates of officers and representatives of the Company and public officials, and we have made such examination of the law, as we have deemed appropriate as the basis for the opinion hereinafter expressed. In making such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of documents submitted to us as certified or photostatic copies.

Based upon the foregoing, we are of the opinion that the Shares, when issued and paid for in accordance with the terms and conditions set forth in the Plan, will be duly and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus constituting a part of the Registration Statement.

Very truly yours,

/s/ OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

Exhibit 10.1

AMENDMENT NO. 1 TO
1997 STOCK OPTION PLAN

AMENDMENT NO. 1, dated November 13, 2001 (the "Amendment"), to the 1997 STOCK OPTION PLAN (the "Plan"), dated December 2, 1997 (the date the Plan was approved by the Board of Directors), by the Quigley Corporation, a Nevada corporation (the "Company"). All capitalized terms used herein and not defined shall have the meanings ascribed to such terms in the Plan.

RECITALS

WHEREAS, the Board of Directors adopted the Plan on December 2, 1997;

WHEREAS, Section 4 of the Plan provides for the reservation of 1,500,000 shares of the Company's common stock, \$0.0005 par value per share (the "Common Stock");

WHEREAS, the Company's Board of Directors deems it advisable to increase the number of shares of the Common Stock reserved under the Plan from 1,500,000 shares to 3,000,000 shares (the "Increase"); and

WHEREAS, the Increase has been approved and adopted by the Company's Board of Directors and stockholders.

NOW, THEREFORE, the Plan shall be amended as follows:

1. Section 4, titled "Stock Reserved for the Plan" is hereby amended to read in its entirety as follows:

Subject to adjustment as provided in Section 7 hereof, a total of three million (3,000,000) shares of common stock, \$.0005 par value ("Stock"), of the Company shall be subject to the Plan. The shares of Stock subject to the Plan shall consist of unissued shares or previously issued shares reacquired and held by the Company or any Subsidiary of the Company, and such amount of shares of Stock shall be and is hereby reserved for such purpose. Any of such shares of Stock which may remain unsold and which are not subject to outstanding Options at the termination of the Plan shall cease to be reserved for the purpose of the Plan, but until termination of the Plan the Company shall at all times reserve a sufficient number of shares of Stock to meet the requirements of the Plan. Should any Option expire or be canceled prior to its exercise in full or should the number of shares of Stock to be delivered upon

the exercise in full of any Option be reduced for any reason, the shares of Stock theretofore subject to such Option may again be subject to an Option under the Plan.

Notwithstanding the foregoing, with respect to any options that are intended to qualify as performance-based compensation under Section 162(m) of the Code, the maximum number of shares of Stock that may be subject to options granted under the Plan to any individual in any calendar year shall not exceed 500,000, and the method of counting such shares shall conform to any requirements applicable to performance-based compensation under Section 162(m) of the Code.

IN WITNESS WHEREOF, the undersigned has executed this Amendment No. 1 as of the date first above written.

THE QUIGLEY CORPORATION

By: /s/ Guy J. Quigley

Guy J. Quigley
President and Chief
Executive Officer

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated February 19, 2001 relating to the financial statements, which appears in The Quigley Corporation's Annual Report on Form 10-K for the year ended December 31, 2000.

PricewaterhouseCoopers LLP

Philadelphia, PA
November 15, 2001