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ITEM 8.01. OTHER EVENTS.

Oneida Ltd. has received an unsolicited proposal from DE Shaw Laminar Portfolios, L.L.C. and Xerion Capital Partners, both current Oneida shareholders, to acquire the company.

Additional information required by this Item is incorporated by reference to a press release dated July 13, 2006, which is attached as Exhibit 99.1 to this form.

ITEM 9.01. FINANCIAL STATEMENTS & EXHIBITS.

(c.) Exhibits

EXHIBIT 99.1 Press Release dated July 13, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ONEIDA LTD.

By: /s/ ANDREW G. CHURCH

Andrew G. Church
Senior Vice President &
Chief Financial Officer

Dated: July 13, 2006