

ACTUANT CORP  
Form S-8 POS  
January 19, 2017

As filed with the Securities and Exchange Commission on January 19, 2017  
Registration No. 333- 215592

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

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

---

Wisconsin 36-0168610  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)  
N86 W12500 Westbrook Crossing  
Menomonee Falls, Wisconsin 53051  
(Address and Zip Code of Principal Executive Offices)

ACTUANT CORPORATION 2017 OMNIBUS INCENTIVE PLAN  
(Full title of the plan)

---

Rick T. Dillon  
Executive Vice President and Chief Financial Officer  
Actuant Corporation  
N86 W12500 Westbrook Crossing  
Menomonee Falls, Wisconsin 53051

Copy to:  
John Tamisiea  
Eric Orsic  
McDermott Will & Emery LLP  
227 West Monroe Street  
Chicago, Illinois 60606

(Name and address of agent for service)

(262) 293-1500  
(Telephone number, including area code, of agent for service)

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

---

ACTUANT CORPORATION  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT ON FORM S-8

This Post-Effective Amendment No. 1 (the "Amendment") to that certain Registration Statement on Form S-8 filed with the Securities and Exchange Commission on January 18, 2017 (the "Original Filing") is being filed by Actuant Corporation (the "Company") in accordance with Rule 462(d) under the Securities Act of 1933, as amended, to add Exhibit 5.1, the opinion of counsel to the Company, which was inadvertently omitted from the Original Filing. Except as described herein, this Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original Filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

See "Index to Exhibits" following the signature page, which is incorporated herein by reference.

---

---

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 Village of Menomonee Falls, State of Wisconsin on January 19, 2017.

ACTUANT CORPORATION

By: /s/ RICK T. DILLON

Name: Rick T. Dillon

Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the registration statement on Form S-8 has been signed by the following persons in the capacities indicated on January 19, 2017.

Signature	Title
* Randal W. Baker	Director, President and Chief Executive Officer (Principal Executive Officer)
* Robert A. Peterson	Director, Chairman of the Board
* Gurminder S. Bedi	Director
* R. Alan Hunter, Jr.	Director
* Danny L. Cunningham	Director
* Holly A. Van Deursen	Director
* Dennis K. Williams	Director
* E. James Ferland	Director
/s/ RICK T. DILLON Rick T. Dillon	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* Robert A. Wrocklage	Controller (Principal Accounting Officer)
* By: /s/ RICK T. DILLON Rick T. Dillon as Attorney-in-Fact	



EXHIBIT INDEX  
TO  
FORM S-8 REGISTRATION STATEMENT

Exhibit Number	Description
4.1(a)	Amended and Restated Articles of Incorporation of Actuant Corporation (filed as Exhibit 4.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2001 and incorporated herein by reference).
4.1(b)	Amendment to Amended and Restated Articles of Incorporation (filed as Exhibit 3.1(b) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2003 and incorporated herein by reference).
4.1(c)	Amendment to Amended and Restated Articles of Incorporation (filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2004 and incorporated herein by reference).
4.1(d)	Amendment to Amended and Restated Articles of Incorporation (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed July 18, 2006 and incorporated herein by reference).
4.1(e)	Amendment to Amended and Restated Articles of Incorporation (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 14, 2010 and incorporated herein by reference).
4.2	Amended and Restated Bylaws, as last amended effective July 22, 2015 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 23, 2015 and incorporated herein by reference).
5.1	Opinion (including consent) of McDermott Will & Emery LLP as to the legality of the securities to be issued.
23.1 <sup>†</sup>	Consent of PricewaterhouseCoopers LLP.
24.1 <sup>†</sup>	Powers of Attorney (set forth on signature page to Form S-8 filed January 18, 2017).
99.1	Actuant Corporation 2017 Omnibus Incentive Plan (filed as Exhibit A to the definitive proxy statement dated December 5, 2016 relating to the Company's annual meeting of shareholders held on January 17, 2017 and incorporated herein by reference).
Previously filed.	