

Knowles Corp  
Form S-8  
March 03, 2014

As filed with the Securities and Exchange Commission on March 3, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**KNOWLES CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**90-1002689**  
**(IRS Employer**  
**Identification No.)**

**1151 Maplewood Drive, Itasca, IL**  
**(Address of Principal Executive Offices)**

**60143**  
**(Zip Code)**

**Knowles Corporation 2014 Equity and Cash Incentive Plan**

**Knowles Corporation 401(k) Plan**

**(Full title of the plan)**

**Joseph W. Schmidt**

**Senior Vice President, General Counsel**

**Knowles Corporation**

**1151 Maplewood Drive**

**Itasca, IL 60143**

**(Name and address of agent for service)**

**(630) 250-5100**

**(Telephone number, including area code, of agent for service)**

*Copies to:*

**Paul L. Choi**

**Sidley Austin LLP**

**One South Dearborn Street**

**Chicago, Illinois 60603**

**(312) 853-7000**

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. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$0.01 par value	14,500,000 shares (1)	\$29.095 (2)	\$421,877,500 (2)	\$54,337.83

- (1) Represents 12,000,000 shares of common stock, par value \$0.01 per share (the Common Stock), of Knowles Corporation (the Company) issuable under the Knowles Corporation 2014 Equity and Cash Incentive Plan (the 2014 Plan), and 2,500,000 shares of Common Stock of the Company issuable under the Knowles Corporation 401(k) Plan (the 401(k) Plan). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also registers such number of additional shares of Common Stock as may be offered pursuant to the terms of the 2014 Plan and the 401(k) Plan, each of which provide for a change in the amount or type of securities being offered or issued to prevent dilution as a result of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act and based upon the average of the high and low prices of the Common Stock of the Company in the when issued trading market as reported on the New York Stock Exchange on February 24, 2014.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

(a) The documents constituting Part I of this Registration Statement will be sent or given to the respective participants in the 2014 Plan and the 401(k) Plan as specified by Rule 428(b)(1) under the Securities Act.

(b) Upon written or oral request, the Company will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to employees pursuant to Rule 428(b) under the Securities Act. Requests for the above-mentioned information should be directed to the General Counsel of the Company at the address and telephone number on the cover of this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. *Incorporation of Documents by Reference.***

The following documents that have been filed with the Securities and Exchange Commission (the Commission) by the Company are incorporated herein by reference:

(a) the Company's effective Registration Statement on Form 10 initially filed with the Commission on September 30, 2013 (as amended, the Form 10);

(b) the Company's Current Reports on Form 8-K filed with the Commission on February 14, 2014, February 19, 2014 and March 3, 2014; and

(c) the description of the Company's Common Stock set forth under the heading Description of Knowles' Capital Stock in the Company's Information Statement, filed as Exhibit 99.1 to the Form 10, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Company under Items 2.02 or 7.01 of any Current Report on Form 8-K that the Company may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement. Any statement contained herein or in a document incorporated or deemed to be incorporated by 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 subsequently filed document which also is or is 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.

**Item 5. *Interests of Named Experts and Counsel.***

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law ( DGCL ) provides that a corporation may indemnify directors and officers as well as other employees and agents of the corporation against expenses (including attorneys fees), judgments, fines and amounts paid in settlement in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party by reason of the fact that the person is or was a director, officer, employee or agent of the corporation (other than an action by or in the right of the corporation a derivative action ), if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person s conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys fees) incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation s bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

The Company s amended and restated certificate of incorporation (the Certificate of Incorporation ) provides that no director shall be liable to the Company or the Company s shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL, as now in effect or as amended. Currently, Section 102(b)(7) of the DGCL requires that liability be imposed for the following:

any breach of the director s duty of loyalty to the Company or its shareholders;

any act or omission not in good faith or which involved intentional misconduct or a knowing violation of law;

unlawful payments of dividends or unlawful stock purchases or redemptions as provided in Section 174 of the DGCL; and

any transaction from which the director derived an improper personal benefit.

The Certificate of Incorporation also provides that the Company shall indemnify its directors and officers to the fullest extent authorized or permitted by law. A director s or officer s right to indemnification under the Certificate of Incorporation includes the right to be paid by the Company the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition. The rights to indemnification and advancement of expenses in the Certificate of Incorporation are not exclusive of any other right which any person may have under the Certificate of Incorporation, amended and restated by-laws (the By-Laws ), any statute, agreement, vote of shareholders or disinterested directors or otherwise. In addition, any repeal or modification of the indemnification or advancement of expenses provisions in the Certificate of Incorporation will not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Company existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Company s By-Laws provide that the Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company), by reason of the fact that such person is or was a director or officer of the Company, or is or was a director, officer or employee of the Company

serving at the request of the Company as a director, officer, employee or agent of, or in a fiduciary capacity with respect to, another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The By-Laws also provide that the Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Company, or is or was a director, officer or employee of the Company serving at the request of the Company as a director, officer, employee or agent of, or in a fiduciary capacity with respect to, another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense

or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company. Expenses (including attorneys' fees) incurred by a current or former director or officer or employee entitled to indemnification under the By-Laws in defending any civil, criminal, administrative or investigative action, suit or proceeding will be paid by the Company in advance of the final disposition of such action, suit or proceeding. The indemnification and advancement of expenses provided by, or granted pursuant to, the By-Laws are not exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Certificate of Incorporation, the By-Laws, any statute, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any repeal or modification of the indemnification or advancement of expenses provisions of the By-Laws will not adversely affect any right or protection thereunder of a director, officer or employee of the Company in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification.

The Company maintains liability insurance for its directors and officers. Such insurance is available to the Company's directors and officers in accordance with its terms.

**Item 7. *Exemption From Registration Claimed.***

Not applicable.

**Item 8. *Exhibits.***

(a) See the Exhibit Index, which is incorporated herein by reference.

(b) The Company will submit the 401(k) Plan including any amendments thereto to the Internal Revenue Service (the IRS) in a timely manner and will make all changes required by the IRS in order to maintain the tax qualified status of the 401(k) Plan.

**Item 9. *Undertakings.***

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the 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 the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of



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prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) 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.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to 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 therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the 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 expenses 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.

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**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 Itasca, State of Illinois, on this 3rd day of March, 2014.

**KNOWLES CORPORATION**

By: /s/ Jeffrey S. Niew  
 Name: Jeffrey S. Niew  
 Title: President & Chief Executive  
 Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears immediately below constitutes and appoints Jeffrey S. Niew, John S. Anderson and Joseph W. Schmidt, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her 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 Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Jeffrey S. Niew Jeffrey S. Niew	Chief Executive Officer, President and Director (Principal Executive Officer)	March 3, 2014
/s/ John S. Anderson John S. Anderson	Senior Vice President & Chief Financial Officer (Principal Financial Officer)	March 3, 2014
/s/ Byan E. Mittelman Byan E. Mittelman	Vice President, Controller (Principal Accounting Officer)	March 3, 2014
/s/ Jean-Pierre M. Ergas Jean-Pierre M. Ergas	Chairman, Board of Directors	March 3, 2014
/s/ Keith L. Barnes Keith L. Barnes	Director	March 3, 2014
/s/ Robert W. Cremin	Director	March 3, 2014

Robert W. Cremin

/s/ Richard K. Lochridge	Director	March 3, 2014
Richard K. Lochridge		
/s/ Donald Macleod	Director	March 3, 2014
Donald Macleod		

**EXHIBIT INDEX**

**TO**

**REGISTRATION STATEMENT ON FORM S-8**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation of Knowles Corporation, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on March 3, 2014.
4.2	Amended and Restated By-Laws of Knowles Corporation, incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on March 3, 2014.
4.3	Knowles Corporation 2014 Equity and Cash Incentive Plan, incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the Commission on March 3, 2014.
4.4	Knowles Corporation 401(k) Plan.
5.1	Opinion of Sidley Austin LLP as to the legality of the securities being offered.
23.1	Consent of Sidley Austin LLP (included in opinion filed as Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
23.3	Consent of PricewaterhouseCoopers LLP.
24.1	Powers of Attorney (contained in the signature page of this Registration Statement).