

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

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement
No. 333-173988**
UNDER
THE SECURITIES ACT OF 1933

AMETEK, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1100 Cassatt Road
Berwyn, Pennsylvania
(Address of principal executive offices)

14-1682544
(I.R.S. Employer
Identification No.)

19312
(Zip Code)

AMETEK, INC. 2011 OMNIBUS INCENTIVE COMPENSATION PLAN
AMETEK, INC. 2020 OMNIBUS INCENTIVE COMPENSATION PLAN
(Full title of the plan)

William J. Burke
Executive Vice President — Chief Financial Officer
AMETEK, Inc.
1100 Cassatt Road
Berwyn, Pennsylvania 19312-1177
(610) 647-2121
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Scott R. Jones, Esq .
Frank B. Tripodi, Esq.
Pepper Hamilton LLP
3000 Two Logan Square
Philadelphia, Pennsylvania 19103
(215) 981-4000

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)(2)	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, \$.01 par value	8,500,000 shares	N/A	\$ N/A	\$ N/A

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall include an additional indeterminate number of shares of the common stock, par value \$0.01 per share (the "Common Stock") of AMETEK, Inc., a Delaware corporation (the "Registrant"), that may become issuable under the AMETEK, Inc. 2011 Omnibus Incentive Compensation Plan (the "2011 Plan") and the AMETEK, Inc. 2020 Omnibus Incentive Compensation Plan (the "2020 Plan") as a result of any future stock dividend, spinoff, recapitalization, stock split, or combination or exchange of shares or similar transactions. As described in the "Explanatory Note" below, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (this "Post-Effective Amendment") is being filed to provide that up to 6,311,712 shares of Common Stock originally registered upon the filing of the Registration Statement on Form S-8 (File No. 333-173988) filed with the Securities and Exchange Commission ("SEC") on May 6, 2011 (the "Prior Registration Statement") for issuance under the 2011 Plan may be issued under the 2020 Plan once they are no longer issuable pursuant to the 2011 Plan.
 - (2) The filing fee for the registration of the offer of shares of Common Stock under the 2011 Plan was paid in full upon the filing of the Prior Registration Statement. Pursuant to SEC Compliance and Disclosure Interpretation 126.43, no filing fee is required for this Post-Effective Amendment.
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EXPLANATORY NOTE

AMETEK, Inc., a Delaware corporation (the “Registrant”), previously filed its Registration Statement on Form S-8 (File No. 333-173988) with the Securities and Exchange Commission (the “SEC”) on May 6, 2011 (the “Prior Registration Statement”) with respect to 8,500,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), issuable under the Registrant’s 2011 Omnibus Incentive Compensation Plan (the “2011 Plan”).

On May 6, 2020 (the “Approval Date”), the Registrant’s stockholders approved the Registrant’s 2020 Omnibus Incentive Compensation Plan (the “2020 Plan”) and, in connection therewith, no further awards will be made under the 2011 Plan. Pursuant to the terms of the 2020 Plan, any shares of Common Stock that were subject to outstanding awards under the 2011 Plan as of the Approval Date that subsequently cease to be subject to such awards as a result of the forfeiture, cancellation or termination of such awards will become available for issuance under the 2020 Plan (the “Rollover Shares”).

As of immediately prior to the filing of this Post-Effective Amendment, a total of 6,311,712 shares of Common Stock were subject to awards then outstanding under the 2011 Plan. The Registrant is filing this Post-Effective Amendment pursuant to SEC Compliance and Disclosure Interpretation 126.43 to amend the Prior Registration Statement to register the offer of the Rollover Shares under the 2020 Plan (as such shares would no longer be issuable under the 2011 Plan). For avoidance of doubt, the Registrant is not registering any additional shares of Common Stock that were not previously approved by the Registrant’s stockholders as of the Approval Date.

PART I

All information required by Part I to be contained in the prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”).

PART II

Item 3. Incorporation of Documents by Reference.

The documents listed in clauses 1 through 5 below are incorporated herein by this reference thereto, and all documents subsequently filed (other than respective filings or portions of filings that are furnished, under applicable SEC rules, rather than filed) by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by this reference in this registration statement and to be a part hereof from the date of filing of such documents:

1. The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2019, filed with the SEC on February 20, 2020;
2. Current Reports on Form 8-K, filed with the SEC on [January 7, 2020](#), [February 5, 2020](#), [February 12, 2020](#), [March 23, 2020](#), [April 16, 2020](#), [May 5, 2020](#) and [May 7, 2020](#);
3. Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2020, filed with the SEC on May 5, 2020;
4. [Proxy Statement](#), dated March 24, 2020, for the Registrant’s 2020 annual meeting of stockholders, filed with the SEC on March 24, 2020; and
5. The description of Registrant’s Common Stock, \$.01 par value, contained in Amendment No. 2 to the Registrant’s registration statement on Form 10 filed with the SEC on June 27, 1997. (P)

(P) Paper Exhibit

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Delaware General Corporation Law

The Registrant is organized under the laws of the State of Delaware. Section 145(a) of General Corporation Law of the State of Delaware, as amended (the "DGCL"), provides that a Delaware corporation has the power to 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 corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation in such capacity for 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 the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the 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 the person's conduct was unlawful.

Section 145(b) of the DGCL provides that in the case of an action or suit brought by or in the right of the corporation, indemnification of any director, officer, employee and other agent against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit is permitted if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Delaware Court of Chancery, or the court in which such action or suit was brought, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper. The Registrant's Amended and Restated Certificate of Incorporation and By Laws provide for the indemnification of directors, officers, employees and agents of the Registrant to the maximum extent permitted by the DGCL.

Under Section 145(g) of the DGCL, a Delaware corporation has the power to purchase and maintain insurance on behalf of any director, officer, employee or other agent of the Registrant or, if such person is or was serving in such capacity for another enterprise at the request of the Registrant against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation has the power to indemnify such person against such liability under the DGCL. The Registrant's By Laws authorize the purchase of such insurance, and the Registrant has purchased directors and officers liability insurance.

Under Section 102(b)(7) of the DGCL, a Delaware corporation also may, with certain limitations, set forth in its certificate of incorporation a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (3) under Section 174 of the DGCL (relating to unlawful payments of dividends or stock repurchases), or (4) for any transaction from which the director derived an improper personal benefit. The Registrant's Amended and Restated Certificate of Incorporation includes such a provision.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following is a list of exhibits filed as part of the registration statement:

- 4.1 [Conformed Copy of Amended and Restated Certificate of Incorporation of AMETEK, Inc. as amended to and including May 9, 2019 \(incorporated hereby by reference to Exhibit 3.1 to the Registrant's Form 8-K, filed on May 13, 2019\).](#)
- 4.2 [By-Laws of AMETEK, Inc. as amended to and including November 9, 2018 \(incorporated herein by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q, filed on May 5, 2020\).](#)
- 4.3 [AMETEK, Inc. 2011 Omnibus Incentive Compensation Plan \(incorporated herein by reference to Exhibit 4 to the Registrant's Registration Statement on Form S-8, filed on May 6, 2011 \(File No. 333-173988\)\).](#)
- 4.4 [AMETEK, Inc. 2020 Omnibus Incentive Compensation Plan \(incorporated herein by reference to Exhibit 4.3 to the Form S-8, filed on May 8, 2020 \(File No. 333-238099\)\).](#)

- 5.1 [Opinion of Pepper Hamilton LLP as to the legality of the shares of Common Stock registered under the Prior Registration Statement that underlie outstanding awards and could be issued under the 2011 Omnibus Incentive Compensation Plan.](#)
- 5.2 [Opinion of Pepper Hamilton LLP as to the legality of the Rollover Shares.](#)
- 23.1 [Consent of Ernst & Young LLP.](#)
- 23.2 Consent of Pepper Hamilton LLP (contained in Exhibit Nos. [5.1](#) and [5.2](#) to this registration statement).
- 24 [Power of Attorney \(included on signature page of this registration statement\).](#)

Item 9. Undertakings.

(a) Rule 415 Offering. 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 of 1933, as amended;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and 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 this 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) Subsequent Exchange Act Documents. 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 Section 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 the 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) Indemnification. 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 SEC 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.

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 City of Berwyn, State of Pennsylvania, on May 8, 2020.

AMETEK, INC.

By: /s/ David A. Zapico

David A. Zapico
Chairman of the Board, Chief
Executive Officer and Director
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby makes, constitutes and appoints William J. Burke, Robert J. Feit and Lynn Carino, and each of them, with full power to act without the other, his or her true and lawful attorneys-in-fact and agents 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 to this registration statement on Form S-8, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or any 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David A. Zapico</u> David A. Zapico	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	May 8, 2020
<u>/s/ William J. Burke</u> William J. Burke	Executive Vice President — Chief Financial Officer (Principal Financial Officer)	May 8, 2020
<u>/s/ Thomas M. Montgomery</u> Thomas M. Montgomery	Senior Vice President and Comptroller (Principal Accounting Officer)	May 8, 2020
<u>/s/ Thomas A. Amato</u> Thomas A. Amato	Director	May 8, 2020
<u>/s/ Tod E. Carpenter</u> Tod E. Carpenter	Director	May 8, 2020
<u>/s/ Ruby R. Chandy</u> Ruby R. Chandy	Director	May 8, 2020
<u>/s/ Anthony J. Conti</u> Anthony J. Conti	Director	May 8, 2020
<u>/s/ Steven W. Kohlhagen</u> Steven W. Kohlhagen	Director	May 8, 2020

/s/ Gretchen W. McClain
Gretchen W. McClain

Director

May 8, 2020

/s/ Elizabeth R. Varet
Elizabeth R. Varet

Director

May 8, 2020

/s/ Dennis K. Williams
Dennis K. Williams

Director

May 8, 2020

May 8, 2020

AMETEK, Inc.
1100 Cassatt Road
Berwyn, Pennsylvania 19312-1177

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

Reference is made to the registration statement on Form S-8 (File No. 333-173988) (the "**Registration Statement**") of AMETEK, Inc., a Delaware corporation (the "**Company**"), filed on May 6, 2011 with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Act**"). The Registration Statement covers an aggregate of 8,500,000 shares of the Company's common stock, par value \$0.01 per share under the Company's 2011 Omnibus Incentive Compensation Plan (as amended, the "**Plan**"). As of May 8, 2020, there were 5,606,935 shares of the Company's common stock registered under the Registration Statement that underlie outstanding awards and could be issued under the Plan (the "**Shares**").

We have examined the Registration Statement, including the exhibits thereto, the originals or copies, certified or otherwise identified to our satisfaction, of the Company's Certificate of Incorporation, the Company's By-laws, the Plan and such other agreements, instruments and documents as we have deemed appropriate in rendering this opinion, including the Company's board resolutions approving the Plan. As to matters of fact, we have relied on certain representations of officers of the Company.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the legal capacity of all natural persons; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as certified or photocopies; the accuracy and completeness of all documents and records reviewed by us; the accuracy, completeness and authenticity of certificates issued by any governmental official, office or agency and the absence of change in the information contained therein from the effective date of any such certificate; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

We express no opinion herein as to the law of any state or jurisdiction other than the laws of the State of Delaware, including statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws of such states and the federal laws of the United States of America. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

Based on the foregoing, we are of the opinion that the Shares, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Philadelphia	Boston	Washington, D.C.	Los Angeles	New York	Pittsburgh	Detroit
Berwyn	Harrisburg	Orange County	Princeton	Rochester	Silicon Valley	Wilmington

Very truly yours,

/s/ Pepper Hamilton LLP

Pepper Hamilton LLP

May 8, 2020

AMETEK, Inc.
1100 Cassatt Road
Berwyn, Pennsylvania 19312-1177

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

Reference is made to the registration statement on Form S-8 (File No. 333-173988) (the "**Registration Statement**") of AMETEK, Inc., a Delaware corporation (the "**Company**"), filed on May 6, 2011 with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Act**"). The Registration Statement covers an aggregate of 8,500,000 shares of the Company's common stock, par value \$0.01 per share under the Company's 2011 Omnibus Incentive Compensation Plan (as amended, the "**Plan**"). As of May 8, 2020, there were a maximum of 6,311,712 shares of the Company's common stock registered under the Registration Statement underlying outstanding awards (the "**Shares**") that could subsequently become available for issuance under the 2020 Omnibus Incentive Compensation Plan (the "**2020 Plan**").

We have examined the Registration Statement, including the exhibits thereto, the originals or copies, certified or otherwise identified to our satisfaction, of the Company's Certificate of Incorporation, the Company's By-laws, the Plan and such other agreements, instruments and documents as we have deemed appropriate in rendering this opinion, including the Company's board resolutions approving the Plan. As to matters of fact, we have relied on certain representations of officers of the Company.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the legal capacity of all natural persons; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as certified or photocopies; the accuracy and completeness of all documents and records reviewed by us; the accuracy, completeness and authenticity of certificates issued by any governmental official, office or agency and the absence of change in the information contained therein from the effective date of any such certificate; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

We express no opinion herein as to the law of any state or jurisdiction other than the laws of the State of Delaware, including statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws of such states and the federal laws of the United States of America. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

Based on the foregoing, we are of the opinion that the Shares, when issued in accordance with the terms of the 2020 Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Philadelphia	Boston	Washington, D.C.	Los Angeles	New York	Pittsburgh	Detroit
Berwyn	Harrisburg	Orange County	Princeton	Rochester	Silicon Valley	Wilmington

Very truly yours,

/s/ Pepper Hamilton LLP

Pepper Hamilton LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Amendment No. 1 to the Registration Statement on Form S-8 (No. 333-173988) pertaining to the 2011 Omnibus Incentive Compensation Plan of our reports dated February 20, 2020, with respect to the consolidated financial statements of AMETEK, Inc. and the effectiveness of internal control over financial reporting of AMETEK, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP
Philadelphia, Pennsylvania
May 8, 2020