

ManpowerGroup Inc.
Form S-8
May 09, 2014

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

FORM S-8

REGISTRATION STATEMENT

Under the Securities Act of 1933

MANPOWERGROUP INC.

(Exact Name of Registrant as Specified in Charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

39-1672779
(I.R.S. Employer Identification No.)

100 Manpower Place
Milwaukee, Wisconsin
(Address of Principal Executive Offices)

53212
(Zip Code)

2011 Equity Incentive Plan of ManpowerGroup Inc.
(Full title of plan)

Richard Buchband
Senior Vice President, General Counsel and Secretary
ManpowerGroup Inc.
100 Manpower Place
Milwaukee, Wisconsin 53212

(414) 961-1000

(Name, address and telephone number, including area code, of agent for service)

with copy to:
Dennis F. Connolly
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
(414) 273-3500

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
Non-accelerated filer

ý

Accelerated filer
Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|----------------------------|-------------------------------------------|-------------------------------------------|----------------------------|
| Common Stock, \$.01 par value | 3,500,000(2) | \$80.99(2) | \$283,465,000 (2) | \$36,510.29 (2) |

- (1) In addition to the shares set forth in this table, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the amount to be registered includes an indeterminate number of shares of the Registrant's common stock, \$.01 par value (the "Common Stock"), that may become issuable as a result of stock dividends, stock splits or similar transactions, as provided in the 2011 Equity Incentive Plan, as amended.
- (2) The registration fee was calculated pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low price per share of the Common Stock on the New York Stock Exchange on May 7, 2014.
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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed by ManpowerGroup Inc. (the “Registrant”) pursuant to General Instruction E to Form S-8 under the Securities Act. The information in the registration statement on Form S-8 filed by the Registrant (Registration No. 333-174305) pursuant to the Securities Act on May 18, 2011, is incorporated by reference into this Registration Statement.

Exhibits

- 4.1 2011 Equity Incentive Plan of ManpowerGroup Inc. (Amended and Restated Effective April 29, 2014)
 - 5.1 Opinion of Godfrey & Kahn, S.C.
 - 23.1 Consent of Godfrey & Kahn, S.C. (included in Exhibit 5.1)
 - 23.2 Consent of Deloitte & Touche LLP
 - 24.1 Powers of Attorney
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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 City of Milwaukee, State of Wisconsin, on May 9, 2014.

MANPOWERGROUP INC.

By: /s/ Richard Buchband
 Richard Buchband
 Senior Vice President,
 General Counsel and
 Secretary

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

| Signature | Title | Date |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------|-------------|
| /s/ Jonas Prising | Chief Executive Officer and a Director | May 9, 2014 |
| Jonas Prising | (Principal Executive Officer) | |
| /s/ Michael J. Van Handel | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | May 9, 2014 |
| Michael J. Van Handel | | |
| * Marc J. Bolland | Director | May 9, 2014 |
| * Gina R. Boswell | Director | May 9, 2014 |
| * Cari M. Dominguez | Director | May 9, 2014 |
| * William Downe | Director | May 9, 2014 |
| * Jack M. Greenberg | Director | May 9, 2014 |

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* Director May 9, 2014
Patricia A. Hemingway Hall

* Director May 9, 2014
Jeffrey A. Joerres

* Director May 9, 2014
Roberto Mendoza

* Director May 9, 2014
Ulice Payne, Jr.

* Director May 9, 2014
Elizabeth P. Sartain

* Director May 9, 2014
John R. Walter

* Director May 9, 2014
Edward J. Zore

By: /s/ Richard Buchband
Richard Buchband
Attorney-in-Fact*

*Pursuant to authority granted by powers of attorney,
copies of which are filed herewith.

EXHIBIT INDEX

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