

AGILENT TECHNOLOGIES INC

Form S-8

March 22, 2019

As filed with the Securities and Exchange Commission on March 22, 2019.

Registration No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AGILENT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware 77-0518772
(State or other jurisdiction of (I.R.S. Employer Identification No.)

incorporation or organization)

5301 Stevens Creek Blvd.

Santa Clara, CA 95051

(Address, including zip code, of registrant's principal executive offices)

AGILENT TECHNOLOGIES, INC. 2018 STOCK PLAN

(Full title of the plan)

Michael R. McMullen

Director, President and Chief Executive Officer

Agilent Technologies, Inc.

5301 Stevens Creek Blvd.

Santa Clara, CA 95051

(408) 345-8886

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

Copies to:

Michael Tang, Esq.

P. Diana Chiu, Esq.

Agilent Technologies, Inc.

5301 Stevens Creek Blvd.

Santa Clara, CA 95051

(408) 345-8886

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 | Amount to be Registered (1)(2) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value 2018 Stock Plan | 25,000,000 | \$80.85(3) | \$2,021,250,000(4) | \$244,975.50(5) |

- (1) Agilent Technologies, Inc. (“Agilent”) is filing this Registration Statement to register the issuance of 25,000,000 additional shares of Agilent common stock, par value \$0.01 per share (“Common Stock”) authorized for issuance under the 2018 Stock Plan, as amended (the “2018 Plan”).
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended, (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 2018 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected which results in an increase in the number of the outstanding shares of Agilent’s Common Stock.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the filing fee on the basis of \$80.85 per share, which represents the average of the high and low prices for a share of Common Stock reported on the New York Stock Exchange on March 20, 2019.
- (4) Amount of registration fee was calculated pursuant to Section 6(b) of the Securities Act, which provides that the fee shall be \$121.20 per \$1,000,000 of the proposed maximum aggregate offering price of the securities proposed to be offered.
- (5) The registrant is paying an aggregate registration fee of \$244,975.50 for the registration of 25,000,000 shares of Common Stock hereunder.

EXPLANATORY NOTE – REGISTRATION OF ADDITIONAL SECURITIES

At the Annual Meeting of Stockholders of Agilent Technologies, Inc. (“Agilent”) held on March 20, 2019, Agilent’s stockholders approved the reservation of an additional 25,000,000 shares of common stock, par value \$0.01 per share (“Common Stock”) under Agilent’s 2018 Stock Plan, as amended (the “2018 Plan”). This Registration Statement is filed pursuant to Item E under the general instruction to Form S-8 under the Securities Act of 1933, as amended, with respect to the 25,000,000 additional shares of Common Stock that may be issued pursuant to the 2018 Plan. Accordingly, the contents of Agilent’s Form S-8 Registration Statement No. 333-158096 and Post-Effective Amendment No. 1 thereto, filed by Agilent with the Securities and Exchange Commission (the “Commission”) on March 18, 2009 and April 11, 2018, respectively, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference in this Registration Statement:

- (a) Agilent’s Annual Report on Form 10-K for the fiscal year ended October 31, 2018, filed with the Commission on December 20, 2018, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) Agilent’s definitive proxy statement for Agilent’s 2019 Annual Meeting of Stockholders (filed February 7, 2019), to the extent specifically incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended October 31, 2018, filed with the Commission on December 20, 2018;
- (c) Agilent’s Quarterly Report on Form 10-Q for the quarter ended January 31, 2019, filed with the Commission on March 5, 2019;
- (d) Agilent’s Current Reports on Form 8-K, filed with the Commission on November 19, 2018, January 17, 2019, January 25, 2019, March 13, 2019 and March 22, 2019, except any report or portion of a report that is not deemed filed shall not be incorporated by reference into this Registration Statement; and
- (e) The description of Agilent’s Common Stock contained in Agilent’s Registration Statement on Form 8-A filed with the Commission on May 17, 2000, including any amendment or report filed for the purpose of updating such description.

All documents filed by Agilent subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 or 15(d) of 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 reference in this Registration Statement and to be a part hereof from the date of filing of such documents (but this

shall not include any document that is merely furnished to the Commission). Any statement contained in this Registration Statement 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 or incorporated by reference herein or in any subsequently filed document which 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 5. Interests of Named Experts and Counsel.

As of March 22, 2019, Michael Tang, who is issuing the opinion regarding the legality of Agilent's Common Stock offered hereby, is Senior Vice President, General Counsel and Secretary of Agilent. Mr. Tang owns Common Stock and performance units of Agilent and holds employee stock options to purchase Common Stock of Agilent.

Item 8. Exhibits.

See Exhibit Index

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Agilent Technologies, Inc., 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 Santa Clara, State of California, United States on this 22nd day of March, 2019.

AGILENT TECHNOLOGIES, INC.
 /s/ Michael R. McMullen
 Michael R. McMullen
 Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Tang and P. Diana Chiu, jointly and severally his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof. The following persons executed this power of attorney in the capacities and on the dates indicated below.

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.

| Signature | Title | Date |
|--|---|----------------|
| /s/ MICHAEL R. MCMULLEN Michael R. McMullen | Director, President and Chief Executive Officer (Principal Executive Officer) | March 22, 2019 |
| /s/ ROBERT W. MCMAHON Robert W. McMahan | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | March 22, 2019 |
| /S/ RODNEY GONSALVES Rodney Gonsalves | Vice President, Corporate Controllershship (Principal Accounting Officer) | March 22, 2019 |

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| | | |
|---------------------------------|------------------------------------|-------------------|
| /S/ KOH BOON HWEE | Chairman of the Board of Directors | March 22, 2019 |
| Koh Boon Hwee | | |
| /S/ MALA ANAND | Director | March 22, 2019 |
| Mala Anand | | |
| /S/ HANS E. BISHOP | Director | March 22, 2019 |
| Hans E. Bishop | | |
| /S/ PAUL N. CLARK | Director | March 22, 2019 |
| Paul N. Clark | | |
| /s/ HEIDI KUNZ | Director | March 22, 2019 |
| Heidi Kunz | | |
| /s/ DANIEL K. PODOLSKY, M.D. | Director | March 22, 2019 |
| Daniel K. Podolsky, M.D. | | |
| /s/ SUE H. RATAJ | Director | March 22, 2019 |
| Sue H. Rataj | | |
| /s/ GEORGE A. SCANGOS, PhD | Director | March 22, 2019 |
| George A. Scangos, PhD | | |
| /s/ DOW R. WILSON | Director | March 22, 2019 |
| Dow R. Wilson | | |
| /s/ TADATAKA YAMADA, M.D. | Director | March 22, 2019 |
| Tadataka Yamada, M.D. | | |

INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|---|
| 5.1 | <u>Opinion of Michael Tang, Senior Vice President, General Counsel and Secretary, as to the legality of the securities being registered.</u> |
| 10.1 | <u>Agilent Technologies, Inc. 2018 Stock Plan, incorporated herein by reference to Appendix B to Registrant's definitive proxy statement for its 2019 Annual Meeting of Stockholders filed with the Securities Exchange Commission on February 7, 2019.</u> |
| 23.1 | <u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u> |
| 23.2 | <u>Consent of Michael Tang, Senior Vice President, General Counsel and Secretary (contained in Exhibit 5.1).</u> |