

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

STRATTEC SECURITY CORPORATION

(Exact name of registrant as specified in its charter)

Wisconsin

(State or other jurisdiction of Incorporation or organization)

39-1804239

(I.R.S. Employer Identification No.)

3333 West Good Hope Road
Milwaukee, Wisconsin

(Address of principal executive offices)

53209

(Zip Code)

STRATTEC SECURITY CORPORATION 2024 EQUITY INCENTIVE PLAN

(Full title of the plan)

Dennis Bowe
Vice President and Chief Financial Officer
STRATTEC SECURITY CORPORATION
3333 West Good Hope Road
Milwaukee, Wisconsin 53209

(Name and address of agent for service)

Copy to:
J. Bret Treier, Esq.
Vorys, Sater, Seymour and Pease LLP
50 South Main Street, Suite 1200
Akron, Ohio 44308

414-247-3333

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

330 208-1015

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

Non-accelerated filer

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed by STRATTEC SECURITY CORPORATION, a Wisconsin corporation (“Registrant”, “Company” and commonly referred to as “us”, “we” and “our”), for the purpose of registering a total of 550,000 shares of its Common Stock, par value of \$.01 per share, to be issued pursuant to the STRATTEC SECURITY CORPORATION 2024 Equity Incentive Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the STRATTEC SECURITY CORPORATION 2024 Equity Incentive Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Commission allows the Company to “incorporate by reference” in this Registration Statement the information in the documents that we file with the Commission, which means that important information can be disclosed to you by referring you to those documents. The information incorporated by reference is considered to be a part of this Registration Statement. The following documents, filed by us with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof:

- Our Annual Report on Form 10-K for the fiscal year ended June 30, 2024, filed with the Commission on [September 5, 2024](#);
- Our Current Reports on Form 8-K filed with the Commission on [August 8, 2024](#), [August 23, 2024](#), [September 3, 2024](#), [September 18, 2024](#) and [October 23, 2024](#), only to the extent filed and not furnished; and
- The description of our Common Stock, without par value, which is contained in Exhibit 4 to our Annual Report on Form 10-K for the fiscal year ended June 28, 2020, filed [September 3, 2020](#), and as amended by any subsequent amendments and reports filed for the purpose of updating that description.

All documents which may be filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, also shall be deemed to be incorporated herein by reference and to be made a part hereof from the date of filing of such documents. Information furnished to the Commission by us under any Current Report on Form 8-K shall not be incorporated by reference into 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 other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any 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.

The Company is incorporated under the Wisconsin Business Corporation Law (the "WBCL"). The WBCL includes provisions for indemnification by a corporation of a director or officer against certain liabilities and expenses incurred by him or her in any proceeding (whether threatened, pending, or completed, and whether brought by the corporation or any other person) to which he or she was a party because of being a director or officer. In general, under these provisions (1) a corporation is required to indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of any such proceeding, for all reasonable expenses incurred in the proceeding, and (2) in other cases, the corporation is required to indemnify a director or officer against liabilities (including, among other things, judgments, penalties, fines, and reasonable expenses) incurred in any such proceeding unless liability was incurred because he or she breached or failed to perform a duty to the corporation and the breach or failure constitutes any of the following: (a) a willful failure to deal fairly with the corporation or its shareholders in connection with a matter in which he or she has a material conflict of interest; (b) a violation of criminal law, unless he or she had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (c) a transaction from which he or she derived an improper personal profit; or (d) willful misconduct. The provisions specify that the termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification is not required. Also, the provisions permit a corporation to pay or reimburse reasonable expenses as incurred if the director or officer affirms his or her good faith belief that he or she has not breached or failed to perform his or her duties to the corporation and undertakes to make repayment to the extent it is ultimately determined that indemnification is not required. With specified exceptions, these provisions do not preclude additional indemnification. The WBCL specifically provides that it is the public policy of the State of Wisconsin to require or permit indemnification, allowance of expenses and insurance, to the extent required or permitted generally thereunder, for any liability incurred in connection with a proceeding involving a federal or state statute, rule, or regulation regulating the offer, sale, or purchase of securities.

The WBCL also provides that, with certain exceptions, a director is not liable to a corporation, its shareholders, or any person asserting rights on behalf of the corporation or its shareholders, for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director, unless the person asserting liability proves that the breach or failure to perform constitutes any of the four exceptions to mandatory indemnification referred to above.

The Company's By-laws contain provisions that generally parallel the indemnification provisions of the WBCL. The Company maintains a liability insurance policy for its directors and officers as permitted by Wisconsin law, which may extend to, among other things, liability arising under the Securities Act.

The general effect of the foregoing provisions may be to reduce the circumstances in which an officer or director may be required to bear the economic burden of the foregoing liabilities and expense.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

A list of exhibits filed with this Registration Statement on Form S-8 is set forth on the Exhibit Index and is incorporated herein by reference.

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 prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 % change in the maximum aggregate offering price set forth in the "Calculation of Filing Fees Table" 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) 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 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. 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 provisions described in Item 6 of this Part II, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange 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.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Amended and Restated Articles of Incorporation of the Company (Incorporated by reference from Exhibit 3 to the Form 10-K filed on September 7, 2017)</u>
3.2	<u>Amendment to Amended and Restated Articles of Incorporation of the Company (Incorporated by reference from Exhibit 3.1 to the Form 10-Q filed in November 7, 2019)</u>
3.3	<u>Amendment to Amended and Restated Articles of Incorporation of the Company (Incorporated by reference from Exhibit 3.1 to the Form 8-K filed on October 21, 2021)</u>
3.4	<u>Amendment to Amended and Restated Articles of Incorporation of the Company (Incorporated by reference from Exhibit 3.1 to the Form 8-K filed on October 23, 2024)</u>
3.6	<u>Amended By-Laws of the Company (Incorporated by reference from Exhibit 3.2 to the Form 8-K filed on October 23, 2024)</u>
4.3	<u>Description of the Registrants Securities (Incorporated by reference from Exhibit 4.1 to the Form 10-K filed on September 3, 2020.)</u>
5.1*	<u>Opinion of Vorys, Sater, Seymour and Pease LLP</u>
10.1 ⁽¹⁾	<u>STRATTEC SECURITY CORPORATION 2024 Equity Incentive Plan (Incorporated by reference from Exhibit 10.1 to the Form 8-K filed on October 23, 2024)</u>
23.1*	<u>Consent of Deloitte & Touche LLP</u>
23.2	<u>Consent of Vorys, Sater, Seymour and Pease LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney</u>
107.1*	<u>Calculation of Filing Fee Table</u>

* Filed herewith

(1) Management contract or compensatory plan or arrangement

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 October 24, 2024.

STRATTEC SECURITY CORPORATION

By: /s/ Dennis Bowe

Dennis Bowe, Vice President and Chief Financial
Officer

50 South Main Street, Suite 1200
Akron, Ohio 44308

330.208.1000 | vorys.com

Founded 1909

October 24, 2024

Board of Directors
STRATTEC SECURITY CORPORATION
3333 West Good Hope Road
Milwaukee, WI 53209

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to STRATTEC SECURITY CORPORATION, a Wisconsin corporation (the "Corporation"), in connection with the Registration Statement on Form S-8 filed by the Corporation under the Securities Act of 1933, as amended (the "Act"), with the Securities and Exchange Commission (the "Commission") on the date hereof (the "Registration Statement"), to register under the Act 550,000 shares of common stock, \$0.01 par value per share of the Corporation (the "Shares"), to be issued and delivered pursuant to the STRATTEC SECURITY CORPORATION 2024 Equity Incentive Plan (the "Plan").

In connection with rendering this opinion, we have examined, to the extent deemed necessary, originals or copies, the authenticity of which has been established to our satisfaction, of: (i) the Registration Statement; (ii) the Plan; (iii) the articles of incorporation of the Corporation, as currently in effect; (iv) the by-laws of the Corporation, as currently in effect; and (v) the resolutions adopted by the Board of Directors of the Corporation (the "Board") and the Compensation Committee of the Board and the proposal approved by the shareholders of the Corporation, in each case relating to the approval and adoption of the Plan and the reservation and issuance of the Shares as contemplated thereunder. In addition, we have examined such authorities of law and other documents and matters as we have deemed necessary or appropriate for purposes of this opinion. We have also relied upon such oral or written statements and representations of officers and other representatives of the Corporation and examined such certificates of public officials and authorities of law as we have deemed relevant as a basis for this opinion.

In our examinations of the aforesaid documents and in rendering the opinion set forth below, we have assumed, without independent investigation or examination: (i) the genuineness of all signatures; (ii) the legal capacity of all individuals who have executed and delivered any of the aforesaid documents; (iii) the authority of all individuals entering and maintaining records; (iv) the authenticity and completeness of all documents submitted to us as originals; (v) the conformity to original documents of all documents submitted to us as copies; and (vi) the authenticity of the originals of such latter documents. In addition, we have assumed that the agreements that accompany each award under the Plan will be consistent with the terms of the Plan and will not expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants

thereunder. Further, we have assumed the accuracy of all information provided to us by the Corporation, orally or in writing, during the course of our investigations and all statements in certificates of public officials.

We have relied solely upon the examinations and inquiries recited herein, and, except for the examinations and inquiries recited herein, we have not undertaken any independent investigation to determine the existence or absence of any facts, and no inference as to our knowledge concerning such facts should be drawn.

Based upon and subject to the foregoing and the further qualifications and limitations set forth below, as of the date hereof, we are of the opinion that the Shares have been duly authorized by all necessary corporate action of the Corporation and that, when the Registration Statement has become effective under the Act and the Shares have been issued, delivered and paid for, as appropriate, in the manner provided for and for the consideration prescribed under the terms of the Plan and in any award agreements entered into between the Corporation and participants in the Plan as contemplated by the Plan, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited to the substantive laws and legal interpretations under the Wisconsin Business Corporation Law in effect, and the facts and circumstances existing, on the date hereof, and we express no opinion as to the laws of any other jurisdiction and we assume no obligation to revise or supplement this opinion should any such law or legal interpretation be changed by legislative action, judicial interpretation or otherwise or should there be any change in such facts or circumstances.

This opinion is furnished by us solely for the benefit of the Corporation in connection with the Registration Statement and may not be relied upon or used by any other person or for any other purpose. Notwithstanding the foregoing, we consent to the filing of this opinion as an exhibit to the Registration Statement. By 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 and regulations of the Commission promulgated thereunder.

Except in connection with the Registration Statement as aforesaid, no portion of this opinion may be quoted or otherwise used by any person without our prior written consent.

Very truly yours,

/s/ Vorys, Sater, Seymour and Pease LLP

Vorys, Sater, Seymour and Pease LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated September 5, 2024 relating to the financial statements of STRATTEC SECURITY CORPORATION and the effectiveness of STRATTEC SECURITY CORPORATION's internal control over financial reporting, appearing in the Annual Report on Form 10-K of STRATTEC SECURITY CORPORATION for the year ended June 30, 2024.

/s/ Deloitte & Touche LLP

Milwaukee, Wisconsin
October 24, 2024

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jennifer L. Slater and Dennis Bowe, and each of them individually, his 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 Securities and Exchange 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 in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that either said attorney-in-fact and agent or his or her substitute 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jennifer L. Slater</u> Jennifer L. Slater	Chief Executive Officer (Principal Executive Officer)	October 24, 2024
<u>/s/ Dennis Bowe</u> Dennis Bowe	Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	October 24, 2024
<u>/s/ Jack Liebau</u> F. Jack Liebau, Jr.	Chairman and Director	October 24, 2024
<u>/s/ Matteo Anversa</u> Matteo Anversa	Director	October 24, 2024
<u>/s/ Tina Chang</u> Tina Chang	Director	October 24, 2024
<u>/s/ Thomas W. Florsheim</u> Thomas W. Florsheim, Jr.	Director	October 24, 2024
<u>/s/ Bruce M. Lisman</u> Bruce M. Lisman	Director	October 24, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

STRATTEC SECURITY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, without par value	Rules 457(c) and 457(h)	550,000	\$40.75	\$22,412,500	\$153.10	\$3,431.35
Total Offering Amounts					\$22,412,500		\$3,431.35
Total Fee Offsets							N/A
Net Fee Due							\$3,431.35

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also registers an indeterminate amount of additional shares of common stock, without par value (“Common Stock”) that become available pursuant to the STRATTEC SECURITY CORPORATION 2024 Equity Incentive Plan (the “Plan”) by reason of any stock splits, stock dividends or similar transactions.
- (2) Represents the number of shares of Common Stock issuable under the Plan.
- (3) Estimated solely for the purpose of calculating the aggregate offering price and the registration fee pursuant to Rules 457(c) and 457(h) promulgated under the Securities Act and computed on the basis of \$40.75, which is the average of the high and low prices for a share of Common Stock, as reported on the New York Stock Exchange on October 22, 2024.