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

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

CARPENTER TECHNOLOGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

23-0458500
(I.R.S. Employer
Identification No.)

**1735 Market Street, 15th Floor
Philadelphia, Pennsylvania 19103**
(Address of principal executive offices, including zip code)

**Carpenter Technology Corporation Amended and Restated Stock-Based Incentive
Compensation Plan for Officers and Key Employees**
(Full title of the Plan)

**James D. Dee, Vice President, General Counsel & Secretary
Carpenter Technology Corporation
1735 Market Street, 15th Floor
Philadelphia, Pennsylvania 19103
610-208-2000**
(Name, address and telephone number, including area code, of agent for service)

Copies of all notices, orders and communications to:

**Steve Schaffer
Andrew Rodman
Bryan Cave Leighton Paisner LLP
1201 West Peachtree Street, NW
Atlanta, GA 30309
Phone: (404) 572-6830**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See 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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$5.00 par value per share	1,775,000 shares (1)	\$43.065 (2)	\$76,440,375 (2)	\$9,921.96

- (1) This Registration Statement covers 1,775,000 shares of common stock, par value \$5.00 per share (the “Common Stock”) of Carpenter Technology Corporation, a Delaware corporation, under the Carpenter Technology Corporation Amended and Restated Stock-Based Incentive Compensation Plan for Officers and Key Employees (the “Plan”). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement includes an indeterminate number of shares of Common Stock that may be offered or issued under the Plan as a result of future stock splits, stock dividends or similar transactions.
- (2) Pursuant to Securities Act Rule 457(c) and (h), the maximum offering price, per share and in the aggregate, was calculated upon the basis of the average of the high and low prices of the Common Stock on January 23, 2020 as reported on the New York Stock Exchange.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering 1,775,000 additional shares of Common Stock of the Registrant to be issued under the Carpenter Technology Corporation Amended and Restated Stock-Based Incentive Compensation Plan for Officers and Key Employees (the “Plan”). The Registrant previously filed a Registration Statement on Form S-8, Commission File No. 333-214151 with the Commission on October 18, 2016, a Registration Statement on Form S-8, Commission File No. 333-147059 with the Commission on October 31, 2007, a Registration Statement on Form S-8, Commission File No. 333-57774 with the Commission on March 28, 2001 and a Registration Statement on Form S-8, Commission File No. 033-54045 with the Commission on June 8, 1994 (together with any pre- or post-effective amendments thereto, the “Prior Registration Statements”), in respect of the shares of Common Stock to be offered pursuant to the Plan. In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements, to the extent not otherwise amended or superseded by the contents hereof, are incorporated herein by reference.

Part II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are incorporated by reference into this Registration Statement and made a part hereof:

1. The Registrant’s Annual Report on [Form 10-K](#) for the year ended June 30, 2019;
2. The portions of the Registrant’s [Definitive Proxy Statement](#) on Schedule 14A filed with the Commission on September 17, 2019, that are incorporated by reference into the Registrant’s Annual Report on Form 10-K;
3. The Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended [September 30, 2019](#) and [December 31, 2019](#);
4. The Registrant’s Current Reports on Form 8-K filed with the Commission on [September 26, 2019](#) and [October 9, 2019](#); and
5. The description of the Registrant’s Common Stock as contained in the Registration Statement on [Form 8-A](#), as the same has been and may be amended.

All documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to filing 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 such documents, except for the documents, or portions thereof, that are “furnished” (e.g., the portions of those documents set forth under Items 2.02 or 7.01 of Form 8-K or other information “furnished” to the Commission) rather than filed with the Commission. Any statement contained in a document incorporated or deemed to be incorporated herein by reference 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 or is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 6. Indemnification of Directors and Officers.

Article 7(a) of the Registrant’s Restated Certificate of Incorporation provides for the elimination of liability of directors to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law (the “DGCL”). Section 102(b)(7) allows a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director for violations of the director’s fiduciary duty, except (i) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions), or (iv) for any transaction from which the director derived an improper personal benefit.

Article 7(b) of the Registrant’s Restated Certificate of Incorporation and Article 6 of the Registrant’s By-laws provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by Section 145 of the DGCL. Section 145 provides that a corporation may indemnify any persons, including officers and directors, who are, or are threatened to be made, parties to any threatened, pending or completed legal 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 such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and had no reasonable cause to believe his/her conduct was unlawful.

Section 145 of the DGCL further provides that a corporation may indemnify officers and directors in actions by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the person is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify that person against expenses actually and reasonably incurred. Under the Registrant's By-laws, for indemnification purposes, an employee or agent shall be deemed to have acted in good faith only if his or her actions were within the scope of employment as defined by an agreement with the Registrant or the rules and regulations established by the Registrant or an authorized officer thereof.

The Registrant is a party to indemnity agreements with its directors and certain of its officers, which provide indemnification under certain circumstances for acts and omissions. The Registrant also maintains a directors' and officers' liability insurance policy insuring its directors and officers.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Restated Certificate of Incorporation, dated October 26, 1998 (Exhibit 3(A) to the Registrant's Annual Report on Form 10-K filed on September 9, 2005 and incorporated herein by reference).</u>
4.2	<u>By-Laws, amended as of August 11, 2015 (Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 17, 2015 and incorporated herein by reference).</u>
4.3	<u>Amended and Restated Stock-Based Incentive Compensation Plan for Officers and Key Employees (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement for the 2019 Annual Meeting of Stockholders filed on September 17, 2019).</u>
5.1	<u>Opinion of Bryan Cave Leighton Paisner LLP.</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP.</u>
23.2	<u>Consent of Bryan Cave Leighton Paisner LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (set forth on signature page hereto).</u>

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 this 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 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 this Registration Statement or any material change to such information in the Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above 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 this Registration Statement.

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- (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.

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 Philadelphia, Pennsylvania, on January 30, 2020.

CARPENTER TECHNOLOGY CORPORATION

By: /s/ James D. Dee

James D. Dee

Vice President, General Counsel & Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James D. Dee, Tony R. Thene and Timothy Lain, and each of them, his or her true and lawful attorney-in-fact, as 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 capacity, to sign any or all 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 such 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 and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their 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/ Tony R. Thene</u> Tony R. Thene	President and Chief Executive Officer and Director (Principal Executive Officer)	January 30, 2020
<u>/s/ Timothy Lain</u> Timothy Lain	Vice President and Chief Financial Officer (Principal Financial Officer)	January 30, 2020
<u>/s/ Elizabeth A. Socci</u> Elizabeth A. Socci	Vice President—Controller, Chief Accounting Officer (Principal Accounting Officer)	January 30, 2020
<u>/s/ Gregory A. Pratt</u> Gregory A. Pratt	Chairman and Director	January 30, 2020
<u>/s/ Viola L. Acoff</u> Viola L. Acoff	Director	January 30, 2020
<u>/s/ A. John Hart</u> A. John Hart	Director	January 30, 2020
<u>/s/ I. Martin Inglis</u> I. Martin Inglis	Director	January 30, 2020
<u>/s/ Steven E. Karol</u> Steven E. Karol	Director	January 30, 2020
<u>/s/ Kathleen Ligocki</u> Kathleen Ligocki	Director	January 30, 2020
<u>/s/ Robert R. McMaster</u> Robert R. McMaster	Director	January 30, 2020
<u>/s/ Jeffrey Wadsworth</u> Jeffrey Wadsworth	Director	January 30, 2020
<u>/s/ Stephen M. Ward, Jr.</u> Stephen M. Ward, Jr.	Director	January 30, 2020

[Bryan Cave Leighton Paisner LLP Letterhead]

January 30, 2020

Carpenter Technology Corporation
1735 Market Street
Philadelphia, PA 19103

Re: Registration Statement on Form S-8

Carpenter Technology Corporation Amended and Restated Stock-Based Incentive Compensation Plan for Officers and Key Employees

Ladies and Gentlemen:

We have acted as special counsel to Carpenter Technology Corporation, a Delaware corporation (the "Company"), and have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission (the "Commission") on or about January 30, 2020 in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of an additional 1,775,000 shares of common stock, par value \$5.00 per share (the "Shares"), issuable pursuant to the Carpenter Technology Corporation Amended and Restated Stock-Based Incentive Compensation Plan for Officers and Key Employees (the "Plan").

In connection herewith, we have examined:

- (1) the Plan; and
- (2) the Registration Statement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's Restated Certificate of Incorporation and the Company's By-Laws, each as currently in effect, and such other corporate records, agreements and instruments of the Company, certificates of public officials and officers of the Company, and such other documents, records and instruments, and we have made such legal and factual inquiries, as we have deemed necessary or appropriate as a basis for us to render the opinion hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the SEC's Electronic Data Gathering, Analysis and Retrieval system ("Edgar") or other sites maintained by a court or governmental authority or regulatory body and the authenticity of the originals of such latter documents. If any documents we examined in printed, word processed or similar form has been filed with the SEC on Edgar or such court or governmental authority or regulatory body, we have assumed that the document so filed is identical to the document we examined except for formatting changes. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations, certificates and statements of appropriate representatives of the Company.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

Our opinion herein reflects only the application of the General Corporation Law of the State of Delaware. The opinion set forth herein is made as of the date hereof and is subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinion expressed herein is based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement this opinion should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinion, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

We hereby consent to filing of this opinion letter as Exhibit 5 to the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

We do not render any opinion except as set forth above. By your acceptance of this opinion letter, you agree that it may not be relied upon, circulated, quoted or otherwise referred to by any other person or for any other purpose without our prior written consent in each instance.

Very truly yours,

/s/ Bryan Cave Leighton Paisner LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Carpenter Technology Corporation of our report dated August 29, 2019 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Carpenter Technology Corporation's Annual Report on Form 10-K for the year ended June 30, 2019.

/s/ PricewaterhouseCoopers LLP
Philadelphia, PA

January 30, 2020