

TETRA TECH INC  
Form S-8  
May 01, 2015

As filed with the Securities and Exchange Commission on May 1, 2015

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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**TETRA TECH, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**95-4148514**

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer Identification No.)

**3475 E. Foothill Boulevard, Pasadena, CA 91107**

**(626) 351-4664**

(Address, including zip code of principal executive offices)

**TETRA TECH, INC.**

**2015 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Janis B. Salin**

**Senior Vice President and General Counsel**

**TETRA TECH, INC.**

**3475 E. Foothill Boulevard, Pasadena, CA 91107**

**(626) 351-4664**

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

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  x

Accelerated filer  o

Non-accelerated filer (Do not check if a smaller reporting company)  o

Smaller reporting company  o

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.01 par value	5,000,000 shares	\$ 24.87	\$ 124,350,000.00	\$ 14,449.47

(1) This Registration Statement registers an aggregate of 5,000,000 shares of common stock, which shares are issuable under the Tetra Tech, Inc. 2015 Equity Incentive Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, there is also being registered such additional shares of common stock that become available under the Tetra Tech, Inc. 2015 Equity Incentive Plan in connection with changes in the number of outstanding Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect to which the outstanding shares are converted or exchanged.

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(h) and (c), based upon the average of the high and low prices of Tetra Tech's common stock on the NASDAQ Global Select Market on April 29, 2015.

## INTRODUCTION

This Registration Statement on Form S-8 is filed by Tetra Tech, Inc. (the Registrant), relating to 5,000,000 shares of the Registrant's common stock, par value \$0.01 per share (the Common Stock), which may be issued pursuant to awards under the Tetra Tech, Inc. 2015 Equity Incentive Plan (the Plan), which was approved by the Registrant's stockholders on March 5, 2015.

## PART I

The documents containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended (the Securities Act).

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which previously have been filed by the Registrant with the Securities and Exchange Commission (the Commission) are hereby incorporated by reference into this Registration Statement and made a part hereof:

- (1) The Registrant's latest Annual Report on Form 10-K filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) or latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed;
- (2) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's latest Annual Report or prospectus referred to in (1) above; and
- (3) The description of the Common Stock contained in the Registrant's Registration Statement on Form 8-A, dated November 7, 1991, together with any amendment or report filed with the Commission for the purpose of updating such description.

In addition, all reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment hereto, which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

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For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in this Registration Statement is so qualified in its entirety by the information appearing in the documents incorporated herein by reference.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 102 of the Delaware General Corporation Law, or DGCL, as amended, allows a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except where the director breached the duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit.

Section 145 of the DGCL provides for the indemnification of officers, directors and other corporate agents in terms sufficiently broad to indemnify such persons under circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. The Registrant's Restated Certificate of Incorporation and Amended and Restated Bylaws provide for indemnification of the Registrant's officers, directors, employees and agents to the extent and under the circumstances permitted under the Delaware General Corporation Law.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by Reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated February 26, 2009).
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated April 24, 2009).

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- 4.4 Tetra Tech, Inc. 2015 Equity Incentive Plan.
- 5.1 Opinion of Counsel.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Counsel (contained in Exhibit 5.1).

**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 of 1933;

(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 the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by us under Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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 of 1933 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 of 1933 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 of 1933 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 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 Pasadena, State of California, on this 1st day of May, 2015.

TETRA TECH, INC.

By: */s/ DAN L. BATRACK*  
 Dan L. Batrack  
 Chairman, Chief Executive Officer and President

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dan L. Batrack and Steven M. Burdick, jointly and severally, his or her attorney-in-fact, each with the full power of substitution, for such person, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, 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 connection therewith, as fully to all intents and purposes as he or she might do or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ DAN L. BATRACK</i> Dan L. Batrack	Chairman, Chief Executive Officer and President (Principal Executive Officer)	May 1, 2015
<i>/s/ STEVEN M. BURDICK</i> Steven M. Burdick	Chief Financial Officer and Treasurer (Principal Financial Officer)	May 1, 2015
<i>/s/ BRIAN N. CARTER</i> Brian N. Carter	Senior Vice President, Corporate Controller (Principal Accounting Officer)	May 1, 2015
<i>/s/ HUGH M. GRANT</i> Hugh M. Grant	Director	May 1, 2015
<i>/s/ PATRICK C. HADEN</i> Patrick C. Haden	Director	May 1, 2015
<i>/s/ J. CHRISTOPHER LEWIS</i> J. Christopher Lewis	Director	May 1, 2015



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/s/ KIMBERLY E. RITRIEVI  
Kimberly E. Ritrievi

Director

May 1, 2015

/s/ ALBERT E. SMITH  
Albert E. Smith

Director

May 1, 2015

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/s/ J. KENNETH THOMPSON J. Kenneth Thompson	Director	May 1, 2015
/s/ RICHARD H. TRULY Richard H. Truly	Director	May 1, 2015
/s/ KIRSTEN M. VOLPI Kirsten M. Volpi	Director	May 1, 2015

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