

As filed with the Securities and Exchange Commission on August 10, 2021

Registration No. 333-_____

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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

CIRCOR INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	04-3477276 (I.R.S. Employer Identification No.)
30 Corporate Drive, Suite 200 Burlington, MA (Address of Principal Executive Offices)	01803-4238 (Zip Code)

2019 Stock Option and Incentive Plan, as amended
(Full Title of the Plan)

Abhishek Khandelwal
Senior Vice President and Chief Financial Officer
CIRCOR International, Inc.
30 Corporate Drive, Suite 200
Burlington, MA 01803-4238
(Name and Address of Agent For Service)
(781) 270-1200
(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, 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	<input type="radio"/>	Accelerated filer	<input checked="" type="radio"/>	Emerging growth company	<input type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="radio"/>		

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. Yes ☐ No ☐

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, \$0.01 par value per share (the "Common Stock")	1,000,000 shares(2)	\$30.00(3)	\$30,000,000(3)	\$3,273.00(3)

- (1) In accordance with Rule 416 under the Securities Act of 1933 (the "Securities Act"), as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 1,000,000 shares issuable under the 2019 Stock Option and Incentive Plan, as amended.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on August 5, 2021.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed to register an additional 1,000,000 shares of Common Stock, \$0.01 par value per share, of CIRCOR International, Inc. (the “Registrant”) issuable under the Registrant’s 2019 Stock Option and Incentive Plan, as amended (the “Plan”). Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, [File No. 333-231466](#), filed by the Registrant with the Securities and Exchange Commission on May 14, 2019, relating to the Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

<u>Number</u>	<u>Description</u>
4.1 ⁽¹⁾	Amended and Restated Certificate of Incorporation of the Registrant, as amended
4.2 ⁽²⁾	Third Amended and Restated By-Laws of the Registrant
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
23.3	Consent of PricewaterhouseCoopers LLP
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1 ⁽³⁾	2019 Stock Option and Incentive Plan, as amended

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- (1) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant’s Form 10-Q filed on May 12, 2021 (File No. 001-14962) and incorporated herein by reference.
 - (2) Previously filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registrant’s Form 10-Q filed on May 12, 2021 (File No. 001-14962) and incorporated herein by reference.
 - (3) Previously filed with the Securities and Exchange Commission as Exhibit B to the Registrant’s Proxy Statement filed on April 13, 2021 (File No. 001-14962) and incorporated herein by reference.

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 Commonwealth of Massachusetts, on this 10th day of August 2021.

CIRCOR INTERNATIONAL, INC.

By: /s/ Scott A. Buckhout
Scott A. Buckhout
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of CIRCOR International, Inc., hereby severally constitute and appoint Scott A. Buckhout, Abhishek Khandelwal and Amit Goel, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable CIRCOR International, Inc. to comply with the provisions of the Securities Act, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, 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/ Scott A. Buckhout</u> Scott A. Buckhout	President and Chief Executive Officer, and Director (Principal Executive Officer)	August 10, 2021
<u>/s/ Abhishek Khandelwal</u> Abhishek Khandelwal	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	August 10, 2021
<u>/s/ Amit Goel</u> Amit Goel	Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 10, 2021
<u>/s/ David F. Dietz</u> David F. Dietz	Director	August 10, 2021

<u>/s/ Samuel R. Chapin</u> Samuel R. Chapin	Director	August 10, 2021
<u>/s/ Tina M. Donikowski</u> Tina M. Donikowski	Director	August 10, 2021
<u>/s/ Helmuth Ludwig</u> Helmuth Ludwig	Director	August 10, 2021
<u>/s/ John A. O'Donnell</u> John A. O'Donnell	Director	August 10, 2021
<u>/s/ Bruce M. Lisman</u> Bruce M. Lisman	Director	August 10, 2021
<u>/s/ Jill D. Smith</u> Jill D. Smith	Director	August 10, 2021

August 10, 2021
CIRCOR International, Inc.
30 Corporate Drive, Suite 200
Burlington, MA 01803-4238

Re: CIRCOR International, Inc. 2019 Stock Option and Incentive Plan, as amended
Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to an aggregate of 1,000,000 shares of common stock, \$0.01 par value per share (the “Shares”), of CIRCOR International, Inc., a Delaware corporation (the “Company”), issuable under the Company’s 2019 Stock Option and Incentive Plan, as amended (the “Plan”).

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts and the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Oxford Palo Alto Washington

CIRCOR International, Inc.

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Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Jonathan Wolfman
Jonathan Wolfman, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Stock Option and Incentive Plan, as amended, of CIRCOR International, Inc. of our reports dated March 15, 2021, with respect to the consolidated financial statements of CIRCOR International, Inc. and the effectiveness of internal control over financial reporting of CIRCOR International, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
August 10, 2021

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of CIRCOR International, Inc. of our report dated March 30, 2020, except for the change in reportable segments discussed in Note 18 to the consolidated financial statements, as to which the date is March 15, 2021, relating to the financial statements and financial statement schedule, which appears in CIRCOR International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
August 10, 2021