

Accenture plc
Form S-8
April 25, 2013

As filed with the Securities and Exchange Commission on April 25, 2013
Registration No. 333-

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

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

Accenture plc
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

98-0627530
(I.R.S. Employer
Identification No.)

1 Grand Canal Square
Grand Canal Harbour
Dublin 2, Ireland
(353) (1) 646-2000
(Address, including zip code, of registrant's principal executive offices)

Amended and Restated Accenture plc 2010 Share Incentive Plan
(Full title of the Plan)

Julie Spellman Sweet, Esq.
Joel Unruch, Esq.
Accenture plc
161 N. Clark Street
Chicago, IL 60601
(312) 693-0161
(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 Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price | Proposed Maximum Aggregate | Amount of Registration Fee |
|--------------------------------------|-----------------------------|---------------------------------|----------------------------|----------------------------|
|--------------------------------------|-----------------------------|---------------------------------|----------------------------|----------------------------|

Edgar Filing: Accenture plc - Form S-8

| | | Per Share (2) | Offering Price (2) | |
|---|------------|---------------|-----------------------|--------------|
| Class A ordinary shares, par value US\$0.0000225 per share | 28,000,000 | \$74.66 | \$2,090,480,000 | \$285,141.47 |

Represents: (i) 24,000,000 Class A ordinary shares being registered pursuant to the Amended and Restated Accenture plc 2010 Share Incentive Plan (the “Plan”), which amended and restated the Accenture plc 2010 Share Incentive Plan (prior to such amendment and restatement, the “2010 SIP”) and (ii) 4,000,000 Class A ordinary shares that may become available for issuance under the Plan as a result of outstanding awards that are terminated, expire (1) or are otherwise canceled. For additional information, see explanatory note below. In addition to the Class A ordinary shares set forth in the table above, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminable number of additional Class A ordinary shares that may become issuable under the Plan to prevent dilution in the event of stock splits, stock dividends and other antidilution provisions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed on the basis of the average high and low prices per share of the Class A ordinary shares reported on the New York Stock Exchange on April 22, 2013.

EXPLANATORY NOTE

On February 6, 2013, at the 2013 annual general meeting of shareholders of Accenture plc (the “Company”), the Company’s shareholders approved the Plan, which provides for grants of equity awards to designated employees, directors and other service providers of the Company and its affiliates. The Plan provides, among other things, that the number of the Company’s Class A ordinary shares, par value \$0.0000225 (the “Shares”) which may be granted under the Plan shall be increased by 24,000,000 Shares in addition to the 50,000,000 Shares which were previously authorized for issuance under the 2010 SIP. This Registration Statement on Form S-8 relates to (i) the additional 24,000,000 Shares authorized to be issued under the Plan and (ii) 4,000,000 Shares that may become available for issuance under the Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise canceled. The contents of the Registration Statement on Form S-8 with respect to the 2010 SIP (Registration No. 333-164737), and the Registration Statement on Form S-8 with respect to the Accenture Ltd 2001 Share Incentive Plan and the Accenture Ltd 2001 Employee Share Purchase Plan (Registration No. 333-65376), filed with the Securities and Exchange Commission on July 18, 2001, as amended by Post Effective Amendment No. 1 filed on October 17, 2001, Post Effective Amendment No. 2 filed on September 1, 2009 and Post Effective Amendment No. 3 filed on October 22, 2010, including the information contained therein, are hereby incorporated by reference pursuant to General Instruction E on Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required in Part I of this Registration Statement is included in one or more prospectuses for the Plan that are not filed as part of this Registration Statement in accordance with Rule 428 of the Securities Act, and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

Item 4. Description of Securities.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

Item 5. Interests of Named Experts and Counsel.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

Item 6. Indemnification of Directors and Officers.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

Item 7. Exemption from Registration Claimed.

None.

Item 8. Exhibits.

See exhibits listed under the Exhibit Index below.

Item 9. Undertakings.

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

3

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Dublin, Ireland, on April 25, 2013.

ACCENTURE PLC

By: /S/ JULIE SPELLMAN SWEET
Name: Julie Spellman Sweet
Title: General Counsel, Secretary & Chief
Compliance Officer

Edgar Filing: Accenture plc - Form S-8

Pursuant to the requirement of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|----------------|
| /S/ PIERRE NANTERME Pierre Nanterme | Chairman of the Board and Chief Executive Officer (principal executive officer) | April 25, 2013 |
| /S/ DINA DUBLON Dina Dublon | Director | April 25, 2013 |
| /S/ CHARLES GIANCARLO Charles Giancarlo | Director | April 25, 2013 |
| /S/ NOBUYUKI IDEI Nobuyuki Idei | Director | April 25, 2013 |
| /S/ WILLIAM L. KIMSEY William L. Kimsey | Director | April 25, 2013 |
| /S/ ROBERT I. LIPP Robert I. Lipp | Director | April 25, 2013 |
| /S/ MARJORIE MAGNER Marjorie Magner | Director | April 25, 2013 |
| /S/ BLYTHE J. MCGARVIE Blythe J. McGarvie | Director | April 25, 2013 |
| /S/ SIR MARK MOODY-STUART Sir Mark Moody-Stuart | Director | April 25, 2013 |
| /S/ GILLES C. PÉLISSON Gilles C. PéliSSon | Director | April 25, 2013 |
| /S/ WULF VON SCHIMMELMANN Wulf von Schimmelmänn | Director | April 25, 2013 |
| /S/ PAMELA J. CRAIG Pamela J. Craig | Chief Financial Officer (principal financial officer) | April 25, 2013 |
| /S/ ANTHONY G. COUGHLAN Anthony G. Coughlan | Principal Accounting Officer | April 25, 2013 |
| /S/ JULIE SPELLMAN SWEET Julie Spellman Sweet | Authorized U.S. Representative | April 25, 2013 |

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 4.1 | Amended and Restated Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10 to the Company's 8-K filed on February 6, 2013) |
| 4.2 | Amended and Restated Memorandum and Articles of Association of Accenture plc (incorporated by reference to Exhibit 3.1 to the Company's 8-K filed on February 9, 2012) |
| 4.3 | Certificate of Incorporation of Accenture plc, an Irish public limited company (incorporated by reference to Exhibit 3.2 to the Company's 8-K12B filed on September 1, 2009) |
| 5.1 | Opinion of Arthur Cox, Solicitors, as to the legality of the Class A ordinary shares being registered (filed herewith) |
| 23.1 | Consent of KPMG LLP (filed herewith) |
| 23.2 | Consent of Arthur Cox, Solicitors (included as part of Exhibit 5.1) |
| 6 | |