

TETRA TECH INC  
Form S-8  
November 15, 2012

As filed with the Securities and Exchange Commission on November 15, 2012

Registration No. 333-85558

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 4 TO

## 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**

(State or other jurisdiction of  
incorporation or organization)

**95-4148514**

(IRS Employer Identification No.)

3475 E. Foothill Boulevard, Pasadena, CA 91107

(626) 351-4664

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(Address, including zip code of principal executive offices)

**TETRA TECH, INC.**

**2005 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  Accelerated filer   
Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered(1)(2)</b>	<b>Proposed Maximum Offering Price Per Share(3)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.01 par value	1,000,000 shares	\$ 25.03	\$ 25,030,000.00	\$ 3,414.09

(1) Together with an indeterminate number of additional shares that may be necessary to adjust the number of shares reserved for issuance pursuant to the 2005 Equity Incentive Plan (the "2005 Plan") as a result of stock splits, stock dividends or similar adjustments of the outstanding common stock.

(2) The securities registered hereby represent an addition to the 12,000,000 shares of common stock issuable under the Tetra Tech, Inc. 2005 Equity Incentive Plan (which amended and restated the Tetra Tech, Inc. 2002 Stock Option Plan), the offer and sale of which were previously registered pursuant to this Registration Statement.

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(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, based upon the last sales price for the registrant's common stock as reported on the NASDAQ Global Select Market on November 12, 2012.

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**EXPLANATORY NOTE**

On April 4, 2002, Tetra Tech, Inc., a Delaware corporation (the Company), filed a Registration Statement (333-85558) (the Registration Statement) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 4,000,000 shares of its common stock which had been authorized and reserved for issuance under the Tetra Tech, Inc. 2002 Stock Option Plan. The Tetra Tech, Inc. 2005 Equity Incentive Plan amends and restates the 2002 Stock Option Plan. On August 7, 2007, the Company filed Post-Effective Amendment No. 1 to the Registration Statement to register 3,000,000 additional shares of common stock to be included in the 2005 Equity Incentive Plan. On May 1, 2009, the Company filed Post-Effective Amendment No. 2 to the Registration Statement to register 2,500,000 additional shares of common stock to be included in the 2005 Equity Incentive Plan. On May 6, 2011, the Company filed Post-Effective Amendment No. 3 to the Registration Statement to register 2,500,000 additional shares of common stock to be included in the 2005 Equity Incentive Plan. This Post-Effective Amendment No. 4 will register an additional 1,000,000 shares of common stock to be included in the 2005 Equity Incentive Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

- 4.1 2005 Equity Incentive Plan (incorporated herein by reference to Appendix A to the Company's Proxy Statement for the 2011 Annual Meeting of Stockholders).
- 4.2 Form of Stock Option Agreement to be used by the Company in connection with grants to employees under the 2005 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2005).
- 4.3 Form of Stock Option Agreement to be used by the Company in connection with grants to non-employee directors under the 2005 Equity Incentive Plan.\*
- 4.4 Form of Restricted Stock Agreement to be used by the Company in connection with the 2005 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2005).
- 4.5 Form of Stock Appreciation Rights Agreement to be used by the Company in connection with the 2005 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2005).
- 4.6 Form of Restricted Stock Unit Agreement to be used by the Company in connection with the 2005 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2005).
- 5.1 Opinion of Janis B. Salin, Senior Vice President and General Counsel of the Registrant.\*
- 23.1 Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP\*
- 23.2 Consent of Counsel (included in Exhibit 5.1).\*

\*Filed herewith

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**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 Post-Effective Amendment No. 4 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pasadena, State of California, on this 14th day of November, 2012.

TETRA TECH, INC.

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

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.

Signature	Title	Date
/s/ DAN L. BATRACK Dan L. Batrack	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	November 14, 2012
/s/ STEVEN M. BURDICK Steven M. Burdick	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	November 14, 2012
/s/ BRIAN N. CARTER Brian N. Carter	Vice President, Corporate Controller (Principal Accounting Officer)	November 14, 2012
/s/ ALBERT E. SMITH Albert E. Smith	Director	November 14, 2012
/s/ J. CHRISTOPHER LEWIS J. Christopher Lewis	Director	November 14, 2012
/s/ PATRICK C. HADEN Patrick C. Haden	Director	November 14, 2012
/s/ HUGH M. GRANT Hugh M. Grant	Director	November 14, 2012
/s/ RICHARD H. TRULY Richard H. Truly	Director	November 14, 2012
/s/ J. KENNETH THOMPSON J. Kenneth Thompson	Director	November 14, 2012



EXHIBIT INDEX

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