

DUCOMMUN INC /DE/  
Form S-8  
May 10, 2018

As filed with the Securities and Exchange Commission on May 10, 2018.

Registration No. 333-

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

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

**DUCOMMUN INCORPORATED**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**95-0693330**  
**(I.R.S. Employer**  
**Identification Number)**  
**200 Sandpointe Avenue, Suite 700**

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**Santa Ana, CA 92707**

**(657) 335-3665**

**(Address of Principal Executive Offices)**

**DUCOMMUN INCORPORATED 2013 STOCK INCENTIVE PLAN**

**DUCOMMUN INCORPORATED 2018 EMPLOYEE STOCK PURCHASE PLAN**

**(Full Title of the Plans)**

**AMY M. PAUL**

**Vice President,**

**General Counsel and Secretary**

**DUCOMMUN INCORPORATED**

**200 Sandpointe Avenue, Suite 700**

**Santa Ana, CA 92707**

**(657) 335-3665**

**(Name, address 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, 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

Accelerated filer

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

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.

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b> | <b>Amount<br/>to be<br/>Registered(1)</b> | <b>Proposed<br/>Maximum<br/>Offering Price<br/>Per Share(2)</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price(2)</b> | <b>Amount of<br/>Registration Fee</b> |
|-------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------|---------------------------------------|
| Common Stock, par value \$0.01 per share        | 650,000 <sup>(3)</sup>                    | \$28.37                                                         | \$18,440,500.00                                                 | \$2,295.84                            |
| Common Stock, par value \$0.01 per share        | 750,000 <sup>(4)</sup>                    | \$28.37                                                         | \$21,277,500.00                                                 | \$2,649.05                            |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, there is also being registered such additional shares of the common stock, par value \$0.01 per share (the Common Stock ) that become available under the Ducommun Incorporated 2013 Stock Incentive Plan (the 2013 SIP ) or the Ducommun Incorporated 2018 Employee Stock Purchase Plan (the ESPP ) in connection with changes in the number of outstanding shares of 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) of the Securities Act of 1933, as amended. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales prices of the Ducommun Incorporated s Common Stock, as reported on the New York Stock Exchange on May 3, 2018.
- (3) Represents 650,000 shares reserved for future issuance under the 2013 SIP. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also relates to an indeterminate number of options and other rights to acquire Common Stock, to be granted pursuant to the 2013 SIP.
- (4) Represents 750,000 shares reserved for future issuance under the ESPP. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also relates to an indeterminate number of options to acquire Common Stock, to be granted pursuant to the ESPP.

## INTRODUCTION

This Registration Statement on Form S-8 is filed by Ducommun Incorporated, a Delaware corporation (the Company or the Registrant), relating to an additional 650,000 shares of the Company's Common Stock, to be issued pursuant to the 2013 SIP and 750,000 shares of the Company's Common Stock, to be issued pursuant to the ESPP.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

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 (the 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.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents, which have previously been filed by the Company with the Commission, are incorporated by reference into this Registration Statement and shall be deemed a part hereof, provided, however, that we are not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K, except as specified below:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on February 28, 2018;
- (2) The Registrant's Current Reports on Form 8-K filed on February 26, 2018, April 23, 2018 and May 3, 2018; and
- (3) The description of the Common Stock contained in the Registration Statement on Form 8-A, as filed with the Securities and Exchange Commission on October 30, 1996, as subsequently amended from time to time.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made part hereof from their respective dates of filing (such documents, and the documents listed above, being hereinafter referred to as Incorporated Documents); provided, however, that the documents listed above or subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company's Annual Report on Form 10-K covering such year shall cease to be Incorporated Documents or be incorporated by reference in this Registration Statement from and after the filing of such Annual Reports.

Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed Incorporated Document modifies or supersedes such statement. Any statement contained in an Incorporated Document 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 Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**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 145 of the General Corporation Law of Delaware empowers a corporation to indemnify any person who was or is a part or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is 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 enterprise. Depending on the character of the proceeding, a corporation may indemnify against 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 identified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no cause to believe his or her conduct was unlawful. In the case of an action by or in the right of the corporation, no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that a Court of Chancery or the court in which such action or suit was brought shall determine that despite the adjudication of liability such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Section 145 further provides that to the extent that a director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to above or in the defense of any claim, issue or matter herein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

The Restated Certificate of Incorporation, as amended, and Bylaws of the Company require the Company to indemnify its directors and officers to the fullest extent permitted by the General Corporation Law of the State of Delaware. In addition, the Company has entered into an agreement with each of its directors and certain of its officers indemnifying them to the extent permitted under each agreement. The Company has also purchased director and officer liability insurance.

**Item 8. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                   |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1*               | Restated Certificate of Incorporation (previously filed with the Delaware Secretary of State on May 29, 1990. Incorporated by reference to Exhibit 3.1 to Form 10-K for the year ended December 31, 1990).(P)                        |
| 4.2*               | <u>Certificate of Amendment of Certificate of Incorporation (previously filed with the Delaware Secretary of State on May 27, 1998. Incorporated by reference to Exhibit 3.2 to Form 10-K for the year ended December 31, 1998).</u> |
| 4.3*               | <u>Bylaws (as amended and restated on March 19, 2013. Incorporated by reference to Exhibit 99.1 to Form 8-K filed March 22, 2013).</u>                                                                                               |
| 4.4*               | <u>Amendment to Bylaws (dated January 5, 2017. Incorporated by reference to Exhibit 99.2 to Form 8-K filed January 9, 2017).</u>                                                                                                     |
| 4.5*               | <u>Amendment to Bylaws (dated February 21, 2018. Incorporated by reference to Exhibit 3.1 to Form 8-K filed February 26, 2018).</u>                                                                                                  |
| 4.6*               | <u>Ducommun Incorporated 2013 Stock Incentive Plan (as amended and restated on May 2, 2018). Incorporated by reference to Exhibit 10.1 to Form 8-K filed May 3, 2018.</u>                                                            |
| 4.7                | <u>Ducommun Incorporated 2018 Employee Stock Purchase Plan.</u>                                                                                                                                                                      |
| 5.1                | <u>Opinion of Amy M. Paul.</u>                                                                                                                                                                                                       |
| 23.1               | <u>Consent of PricewaterhouseCoopers LLP.</u>                                                                                                                                                                                        |
| 23.2               | <u>Consent of Amy M. Paul (contained in Exhibit 5.1).</u>                                                                                                                                                                            |
| 24.1               | <u>Power of Attorney (included as part of signature page).</u>                                                                                                                                                                       |

\* Incorporated herein by reference.

P Paper exhibit

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

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) 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 SEC by the Registrant

pursuant to 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, 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; and

(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; and

(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 Section 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 the 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Santa Ana, State of California, on this 10<sup>th</sup> day of May, 2018.

**DUCOMMUN INCORPORATED**

By: /s/ Amy M. Paul  
 Amy M. Paul  
 Vice President, General Counsel and  
 Secretary

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Amy M. Paul such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective 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 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 and about the premises, as fully to all intents and purposes as such person might, or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any substitute therefor, 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 dates indicated.

| <b>Signature</b>                                     | <b>Title</b>                                                                               | <b>Date</b> |
|------------------------------------------------------|--------------------------------------------------------------------------------------------|-------------|
| /s/ Stephen G. Oswald<br>Stephen G. Oswald           | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | May 2, 2018 |
| /s/ Douglas L. Groves<br>Douglas L. Groves           | Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)        | May 2, 2018 |
| /s/ Christopher D. Wampler<br>Christopher D. Wampler | Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)     | May 2, 2018 |
| /s/ Richard A. Baldrige<br>Richard A. Baldrige       | Director                                                                                   | May 2, 2018 |

|                          |          |             |
|--------------------------|----------|-------------|
| /s/ Gregory S. Churchill | Director | May 2, 2018 |
| Gregory S. Churchill     |          |             |
| /s/ Robert C. Ducommun   | Director | May 2, 2018 |
| Robert C. Ducommun       |          |             |
| /s/ Dean M. Flatt        | Director | May 2, 2018 |
| Dean M. Flatt            |          |             |

|                       |          |             |
|-----------------------|----------|-------------|
| /s/ Jay L. Haberland  | Director | May 2, 2018 |
| Jay L. Haberland      |          |             |
| /s/ Robert D. Paulson | Director | May 2, 2018 |
| Robert D. Paulson     |          |             |