

ESCO TECHNOLOGIES INC  
Form S-8 POS  
February 13, 2018

As filed with the Securities and Exchange Commission on February 13, 2018

Registration No. 333-117953

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-8**

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**ESCO TECHNOLOGIES INC.**  
(Exact name of registrant as specified in its charter)

Missouri	43-1554045
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

9900A Clayton Road

St. Louis, Missouri 63124

(Address of principal executive offices, including zip code)

**ESCO TECHNOLOGIES INC.  
2004 INCENTIVE COMPENSATION PLAN**

(Full title of the plan)

Alyson S. Barclay, Esq.

Senior Vice President, Secretary and General Counsel

9900A Clayton Road

St. Louis, Missouri 63124

(314) 213-7200

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

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 12-b-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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EXPLANATORY NOTE

ESCO Technologies Inc. (the “Registrant”) is filing this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 to deregister certain securities originally registered by the Registrant pursuant to Registration Statement No. 333-117953 filed with the Securities and Exchange Commission on August 5, 2004.

The securities originally registered consisted of 1,000,000 shares of the Registrant’s Common Stock, par value \$0.01 per share, to be offered under the Registrant’s 2004 Incentive Compensation Plan (the “Plan”), together with ancillary Preferred Stock Purchase Rights. Pursuant to anti-dilution provisions in the Plan, the registered number of shares of Common Stock was adjusted to 2,000,000 as a result of the Company's 2:1 stock split effected in the form of a 100% stock dividend paid on September 23, 2005. All Preferred Stock Purchase Rights associated with the Common Stock expired in 2010.

The Plan and all awards granted thereunder have terminated. Accordingly, the Registrant hereby deregisters the registered securities remaining unsold at the termination of the Plan and the awards thereunder, consisting of 1,828,442 shares of the Registrant’s Common Stock.

## 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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ladue, State of Missouri, on February 7, 2018.

ESCO TECHNOLOGIES INC.

By: /s/Alyson S. Barclay  
Alyson S. Barclay  
Senior Vice President, General Counsel and Secretary

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints Gary E. Muenster, Alyson S. Barclay and Jeffrey D. Fisher, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his 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 all other documents in connection therewith, with The Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 he might or could do in person, hereby ratifying and confirming all that each said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the 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/Victor L. Richey, Jr. Victor L. Richey, Jr.	Chairman, Chief Executive Officer and President and Director (Principal Executive Officer)	February 7, 2018
/s/Gary E. Muenster Gary E. Muenster	Executive Vice President and Chief Financial Officer and Director (Principal Financial Officer)	February 7, 2018

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/s/Patrick M. Dewar Patrick M. Dewar	Director	February 8, 2018
/s/Vinod M. Khilnani Vinod M. Khilnani	Director	February 12, 2018
/s/Leon J. Olivier Leon J. Olivier	Director	February 13, 2018
/s/Robert J. Phillippy Robert J. Phillippy	Director	February 8, 2018
/s/Larry W. Solley Larry W. Solley	Director	February 9, 2018
/s/James M. Stolze James M. Stolze	Director	February 8, 2018