

Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on December 19, 2017

Registration No. 333-_____

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

FORM S-8

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

PERCEPTRON, INC.

(Exact Name of Registrant as Specified in Its Charter)

Michigan	38-2381442
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

**47827 Halyard Drive
Plymouth, Michigan 48170
(734) 414-6100**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

Perceptron, Inc.

First Amended and Restated 2004 Stock Incentive Plan

(Full Title of the Plan)

David L. Watza, President, Chief Executive Officer, Chief Financial Officer
Perceptron, Inc.

47827 Halyard Drive, Plymouth, Michigan 48170
(734) 414-6100

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

Copy to:

Thomas S. Vaughn, Esq.
Dykema Gossett PLLC
400 Renaissance Center
Detroit, Michigan 48243
(313)568-6800

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

Smaller reporting company

(Do not check if a 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. []

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee
Common Stock, par value \$.01 per share	500,000	\$9.72	\$4,860,000	\$605.07

(1) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low sale prices for the Common Stock on the Nasdaq Stock Market on December 14, 2017.

(2) The number of shares may be adjusted to prevent dilution from stock splits, stock dividends and similar transactions. This Registration Statement shall cover any such additional shares in accordance with Rule 416(a).

In accordance with general instruction E to Form S-8, Perceptron, Inc. (the "Company") hereby incorporates by reference the contents of its Registration Statement on Form S-8, File No. 333-131421, filed on January 31, 2006, registering 600,000 shares of Common Stock of the Company, par value \$.01 per share to be issued pursuant to the Company's First Amended and Restated 2004 Stock Incentive Plan, the contents of its Registration Statement on Form S-8, File No. 333-163325, filed on November 24, 2009, registering 400,000 shares of Common Stock of the Company, par value \$.01 per share to be issued pursuant to the Company's First Amended and Restated 2004 Stock Incentive Plan and the contents of its Registration Statement on Form S-8, File No. 333-185209, filed on November 30, 2012, registering 400,000 shares of Common Stock of the Company, par value \$.01 per share to be issued pursuant to the Company's First Amended and Restated 2004 Stock Incentive Plan, and the contents of its Registration Statement on Form S-8, File No. 333-195073, filed on April 4, 2014, registering 700,000 shares of Common Stock of the Company, par value \$.01 per share to be issued pursuant to the Company's First Amended and Restated 2004 Stock Incentive Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed with this Registration Statement:

<u>Exhibit</u>	<u>Description</u> <u>Number</u>
4.1	<u>Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan is incorporated by reference to Exhibit 10.1 of the Company's Report on Form 8-K filed October 10, 2008, File No. 000-20206.</u>
4.2	<u>First Amendment to Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan is incorporated by reference to Exhibit 10.2 of the Company's Report on Form 8-K filed October 10, 2008, File No. 000-20206.</u>
4.3	<u>Second Amendment to Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan is incorporated by reference to Exhibit 10.39 of the Company's Report on Form 10-Q filed February 13, 2012, File No. 000-20206.</u>
4.4	<u>Third Amendment to Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan dated as of August 27, 2013 is incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed August 30, 2013, File No. 000-20206.</u>
4.5	<u>Fourth Amendment to Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan dated as of September 25, 2017 is incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed September 29, 2017, File No. 000-20206.</u>
4.6	<u>Fifth Amendment to Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan dated as of September 25, 2017 is incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed September 29, 2017, File No. 000-20206.</u>
4.7	<u>First Amended and Restated Rights Agreement, dated as of August 20, 2015 between Perceptron, Inc. and American Stock Transfer & Trust Company, LLC is incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on August 24, 2015, File No. 000-20206.</u>

- 4.8 [Form of Non-Qualified Stock Option Agreement Terms — Board of Directors under the Perceptron, Inc. 2004 Stock Incentive Plan is incorporated by reference to Exhibit 10.1 of the Company's Report on Form 8-K filed August 10, 2006, File No. 000-20206.](#)
- 4.9 [Form of the Restricted Stock Award Agreement for Team Members under the Perceptron, Inc. First Amended and Restated 2004 Incentive Plan is incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed August 30, 2013, File No. 000-20206.](#)
- 4.10 [Form of the Restricted Stock Award Agreement for Non-Employee Directors under the Perceptron, Inc. First Amended and Restated 2004 Incentive Plan is incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed August 30, 2013, File No. 000-20206.](#)
- 4.11 [Form of Restricted Stock Award Agreement for Team Members under the Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan \(One Year Vesting\) is incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed on October 17, 2014, File No. 000-20206.](#)
- 4.12 [Form of Restricted Stock Award Agreement for Team Members under the Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan \(Three Year Graded Vesting\) is incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed on October 17, 2014, File No. 000-20206.](#)
- 4.13 [Form of Restricted Stock Unit Award Agreement for Team Members under the Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan \(One Year Vesting\) is incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed on October 17, 2014, File No. 000-20206.](#)
- 4.14 [Form of Restricted Stock Unit Award Agreement for Team Members under the Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan \(Three Year Graded Vesting\) is incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K filed on October 17, 2014, File No. 000-20206.](#)
- 4.15 [Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plan \(One Year Vesting\) is incorporated by reference to Exhibit 10.6 of the Company's Current Report on Form 8-K filed on October 17, 2014, File No. 000-20206.](#)
- 4.16 [Form of Non-Qualified Stock Option Agreement Terms for Officers under the Perceptron, Inc. 2004 Stock Incentive Plan is incorporated by reference to Exhibit 10.52 of the Company's Report on Form 10-Q for the Quarter Ended December 31, 2014, File No. 000-20206.](#)
- 4.17 [Form of Non-Qualified Stock Option Agreement Terms – Board of Directors under the Perceptron, Inc. 2004 Stock Incentive Plan is incorporated by reference to Exhibit 10.45 of the Company's Report on Form 10-Q for the Quarter Ended December 31, 2015, File No. 000-20206.](#)
- 4.18 [Form of the Restricted Stock Unit Award Agreement \(Three Year Graded Vesting\) for Team Members under the Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plans incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed September 29, 2017, File No. 000-20206.](#)
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- 4.19 [Form of the Performance Share Unit Award Agreement for Team Members \(Three Year Performance Vesting\) under the Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plans incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K filed September 29, 2017, File No. 000-20206.](#)
- 4.20 [Form of Non-Qualified Stock Option Agreement Terms – Officer under the Perceptron, Inc. First Amended and Restated 2004 Stock Incentive Plans incorporated by reference to Exhibit 10.6 of the Company's Current Report on Form 8-K filed September 29, 2017, File No. 000-20206.](#)
- 5.1 [Opinion of Dykema Gossett PLLC.](#)
- 23.1 [Consent of BDO USA, LLP.](#)
- 23.3 [Consent of Dykema Gossett PLLC \(contained in Exhibit 5.1\).](#)
- 24.1 [Power of Attorney \(contained on signature page\).](#)

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 city of Plymouth, state of Michigan on this 19th day of December, 2017.

PERCEPTRON, INC.

By: /s/ David L. Watza
David L. Watza

Its: President, Chief Executive Officer and Chief
Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby appoints David L. Watza and Michelle O. Wright, and each of them acting alone, as his true and lawful attorneys-in-fact and agents, 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 filed by Perceptron, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, under the Securities Act of 1933, hereby ratifying and confirming all that said attorneys-in-fact and agents, or each of them acting alone, 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 below by the following persons in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David L. Watza</u> David L. Watza	President, Chief Executive Officer and Chief Financial Officer (Principal Executive and Financial Officer)	December 19, 2017
<u>/s/ Michelle O. Wright</u> Michelle O. Wright	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	December 19, 2017
<u>/s/ W. Richard Marz</u> W. Richard Marz	Chairman of the Board	December 19, 2017
<u>/s/ John F. Bryant</u> John F. Bryant	Director	December 19, 2017
<u>/s/ C. Richard Neely, Jr.</u> C. Richard Neely, Jr.	Director	December 19, 2017
<u>/s/ Robert S. Oswald</u> Robert S. Oswald	Director	December 19, 2017
<u>/s/ James A. Ratigan</u> James A. Ratigan	Director	December 19, 2017
<u>/s/ Terryll R. Smith</u> Terryll R. Smith	Director	December 19, 2017
<u>/s/ William C. Taylor</u> William C. Taylor	Director	December 19, 2017

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Section 2: EX-5.1 (EX-5.1)

December 19, 2017

Perceptron, Inc.
47827 Halyard Drive
Plymouth, Michigan 48170

Re: Registration Statement on Form S-8 filed by Perceptron, Inc. on December 19, 2017 (the "Registration Statement") with respect to shares to be issued pursuant to its First Amended and Restated 2004 Stock Incentive Plan (the "Plan")

Ladies and Gentlemen:

We have acted as counsel for Perceptron, Inc., a Michigan corporation (the "Company"), in connection with the preparation of the Registration Statement filed by the Company with the Securities and Exchange Commission for the registration under the Securities Act of 1933, as amended (the "Securities Act"), of up to 500,000 additional authorized but unissued shares of common stock of the Company to be issued pursuant to the terms and conditions of the Plan (the "Shares").

In acting as counsel for the Company, we have examined the proceedings taken in connection with the sale and issuance of the Shares and we have examined and relied upon the originals, or copies certified or otherwise identified to our satisfaction, of such corporate records, documents, certificates and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. In rendering the opinion below we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as duplicates or copies and the authenticity of such original documents.

Based upon the foregoing, we are of the opinion that the Shares reserved for issuance under the Plan, when issued and sold in the manner referred to in the Registration Statement, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the laws of the State of Michigan and the federal laws of the United States. We express no opinion and make no representation with respect to the law of any other jurisdiction.

We hereby consent to the inclusion of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not concede that we are experts within the meaning of the Securities Act or the rules or regulations thereunder or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ DYKEMA GOSSETT PLLC

DYKEMA GOSSETT PLLC

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Section 3: EX-23.1 (EX-23.1)

Perceptron, Inc.
Plymouth, Michigan

We hereby consent to the incorporation by reference in this Registration Statement of our reports dated September 7, 2017, relating to the consolidated financial statements and the effectiveness of Perceptron, Inc.'s internal control over financial reporting of Perceptron, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended June 30, 2017.

We also consent to the reference to us under the caption "Experts" in the Registration Statement.

/s/ BDO USA, LLP

BDO USA, LLP
Troy, Michigan
December 19, 2017

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