

Vista Outdoor Inc.
Form S-8
October 31, 2016

As filed with the Securities and Exchange Commission on October 31, 2016
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
Vista Outdoor Inc.
(Exact name of registrant as specified in its charter)

Delaware 47-1016855
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

262 North University Drive
Farmington, UT 84025
(Address of Principal Executive Offices) (Zip Code)

Vista Outdoor Inc. Employee Stock Purchase Plan
(Full title of the plans)
Scott D. Chaplin
Senior Vice President, General Counsel and Secretary
262 North University Drive
Farmington, UT 84025
(Name and address of agent for service)
(801) 447-3000
(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 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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	1,000,000(1)	\$38.59(2)	\$38,590,000(2)	\$4,472.58(2)

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate amount of any additional shares of the Common Stock of Vista Outdoor Inc. (the “Registrant”) that may be offered or issued under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of plan interests to be offered or sold pursuant to the Vista Outdoor Inc. Employee Stock Purchase Plan described herein.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated based on the average of the high and low prices reported on the New York Stock Exchange on October 25, 2016.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relates to 1,000,000 shares of common stock, \$0.01 par value per share, of the Registrant to be offered to eligible participants of the Registrant and its subsidiaries pursuant to the Vista Outdoor Inc. Employee Stock Purchase Plan (the "Plan"). Pursuant to the terms of the Plan, all shares of common stock so offered may be treasury shares, newly issued by the Registrant or acquired by purchase at the expense of the Registrant on the open market or in private transactions.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428(b)(1) under the Securities Act, and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I have been or will be delivered to the participants in the ESPP, as applicable and as required by Rule 428(b).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

We hereby incorporate by reference in this registration statement, as amended, the following documents:

- Our Annual Report on Form 10-K for our fiscal year ended March 31, 2016 as filed with the Securities and Exchange Commission (the "SEC") on May 27, 2016;
- Our Quarterly Reports on Form 10-Q for our quarterly period ended July 3, 2016, as filed with the SEC on August 12, 2016;
- Our definitive proxy statement on Schedule 14A, relating to our annual meeting of stockholders held on August 9, 2016, as filed with the SEC on June 30, 2016;
- Our Current Reports on Forms 8-K as filed with the SEC on April 4, 2016, April 29, 2016 August 11, 2016 (the second Form 8-K filed with the SEC on August 11, 2016, and not the first Form 8-K containing information furnished to the SEC with Item 2.02 information), August 12, 2016 and September 1, 2016; and
- The description of our Common Stock contained in our Information Statement, filed as Exhibit 99.1 to the registration statement on Form 10 filed January 16, 2015 (Commission File No. 001-36597).

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a subsequent post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will 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 document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as 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.

The validity of the common stock being offered hereby has been passed upon for the Registrant by Scott D. Chaplin, Senior Vice President, General Counsel and Secretary.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware.

Section 145 of the Delaware General Corporation Law, or DGCL, provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the corporation. The DGCL provides that

Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability:

for any breach of the director's duty of loyalty to the corporation or its stockholders;

for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; under Section 174 of the DGCL, relating to unlawful payments of dividends or unlawful stock repurchases or redemptions; or

for any transaction from which the director derived an improper personal benefit.

The limitation of liability does not apply to liabilities arising under the federal or state securities laws and does not affect the availability of equitable remedies, such as injunctive relief or rescission.

The Registrant's Amended and Restated Certificate of Incorporation and its Amended and Restated Bylaws include provisions that (i) eliminate the personal liability of our directors for monetary damages resulting from breaches of their fiduciary duty to the extent permitted by Section 102(b)(7) of the DGCL, and (ii) require the Registrant to indemnify, to the fullest extent allowable under the DGCL, its directors and officers for liability for actions taken as one of the Registrant's directors or officers, or for serving at the Registrant's request as a director or officer or another position at another corporation or enterprise, as the case may be. The Registrant's Amended and Restated Bylaws also provide that the Registrant must indemnify and advance reasonable expenses to the Registrant's directors and officers, subject to our receipt of an undertaking from the indemnified party as may be required under the DGCL. The Registrant's Amended and Restated Bylaws expressly authorize the Registrant to carry directors' and officers' insurance to protect the Registrant, its directors, officers, and certain other employees for some liabilities.

The foregoing is only a general summary of certain aspects of Delaware law and the Registrant's certificate of incorporation and bylaws dealing with indemnification of directors and officers and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of those sections of the DGCL referenced above and the certificate of incorporation and the bylaws of the Registrant.

Item 7. Exemption From Registration Claimed.

Not applicable.

ITEM 8. EXHIBITS.

The list of Exhibits is set forth under "Exhibit Index" at the end of this Registration Statement and is incorporated herein by reference.

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 this 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 this 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 percent 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 this Registration Statement or any material change to such information in this 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 pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment (2) 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.

(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.

(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 Exchange Act that is incorporated by reference in this 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 SEC such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Farmington, State of Utah, on this 31st day of October, 2016.

VISTA OUTDOOR INC.

By: /s/ Scott D. Chaplin
Scott D. Chaplin
Senior Vice President, General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Scott D. Chaplin, as 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 to this Registration Statement (including pre-effective and post-effective amendments and registration statements filed pursuant to Rule 462 under the Securities Act of 1933) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or such person's 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 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ Mark W. DeYoung Mark W. DeYoung	Chairman and Chief Executive Officer (Principal Executive Officer)	October 24, 2016
/s/ Stephen M. Nolan Stephen M. Nolan	Chief Financial Officer (Principal Financial Officer)	October 24, 2016
/s/ Thomas G. Sexton Thomas G. Sexton	Treasurer (Principal Accounting Officer)	October 24, 2016
/s/ Tig H. Krekel Tig H. Krekel	Director	October 20, 2016
/s/ Michael Callahan Michael Callahan	Director	October 22, 2016
/s/ April H. Foley April H. Foley	Director	October 21, 2016
/s/ Mark A. Gottfredson Mark A. Gottfredson	Director	October 21, 2016
/s/ Gary L. McArthur Gary L. McArthur	Director	October 20, 2016
/s/ Robert M. Tarola Robert M. Tarola	Director	October 21, 2016

EXHIBIT INDEX

- 4.1 Vista Outdoor Inc. Employee Stock Purchase Plan
 - 5.1 Opinion of Scott D. Chaplin
 - 23.1 Consent of Deloitte & Touche LLP relating to Vista Outdoor Inc.
 - 23.2 Consent of Deloitte & Touche LLP relating to Bushnell Group Holdings, Inc.
 - 23.3 Consent of Grant Thornton LLP relating to CamelBak Acquisition Corp.
 - 23.4 Consent of Scott D. Chaplin (included in Exhibit 5.1).
 - 24.1 Power of Attorney (included on signature page).
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