EDGAR Online

TRINSEO S.A.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 06/23/14

Address	1000 CHESTERBROOK BOULEVARD SUITE 3000 BERWYN, PA 19312
Telephone	610-240-3200
CIK	0001519061
Symbol	TSE
SIC Code	2821 - Plastics Materials, Synthetic Resins, and Nonvulcanizable Elastomers

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2014, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

As filed with the Securities and Exchange Commission on June 23, 2014

REGISTRATION NO. 333 -

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
under
the SECURITIES ACT OF 1933

Trinseo S.A.
(Exact Name of Registrant as Specified in Its Charter)

Luxembourg **(State or Other Jurisdiction of Incorporation or Organization)**	**N/A** **(I.R.S. Employer Identification No.)**

1000 Chesterbrook Boulevard
Suite 300
Berwyn, PA 19312
(Address, Including Zip Code, of Principal Executive Offices)

Trinseo S.A. 2014 Omnibus Incentive Plan
(Full Title of the Plan)

Curtis S. Shaw
Executive Vice President, General Counsel and Corporate Secretary
1000 Chesterbrook Boulevard
Suite 300
Berwyn, PA 19312
(610) 240 3200
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

with copies to:

Craig E. Marcus
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199
(617) 951-7000

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 a smaller reporting company)	Smaller reporting company	☐

CALCULATION OF REGISTRATION FEE

Name of Plan	Title of securities to be registered	Amount to be Registered(1)	Proposed maximum offering price per share	Proposed Maximum Aggregate offering price	Amount of registration fee
Trinseo S.A. 2014 Omnibus Incentive Plan	Ordinary Shares, $0.01 par value	4,500,000	$20.29(2)	$91,305,000	$11,761

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminable number of additional Ordinary Shares that may become issuable pursuant to terms designed to prevent dilution resulting from stock splits, stock dividends or similar events.

(2) Estimated solely for the purpose of calculating the registration fee, pursuant to Rule 457 (c) and (h) upon the basis of the average of the high and low prices ($20.57 and $20.00) of an Ordinary Shares as reported by the New York Stock Exchange composite transactions on June 16, 2014.

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 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

(1) The Registrant's Prospectus dated June 11, 2014 and filed with the Commission pursuant to Rule 424(b) under the Securities Act relating to the Registrant's Registration Statement on Form S-1 as amended (Registration No. 333-194561); and

(2) The description of the Registrant's Ordinary Shares, $0.01 par value per share, contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on June 2, 2014, and any other amendments or reports filed for the purpose of updating such description (File No. 001-36473).

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the 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 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.

The Registrant's Articles of Association provide that the Registrant shall indemnify any present or former director to the fullest extent permitted by Luxembourg law against liability and any costs, fees and expenses, damages, judgments, or other amounts reasonably incurred by him or her in the defense or resolution (including a settlement) of any legal actions or proceedings, whether they be civil, criminal or administrative, to which he may be made a party by virtue of his former or current role as director of the Registrant. Subject to any procedures that may be implemented by the Board, the expenses for the preparation or defense of any legal action or proceeding covered by the Articles of Association shall be advanced by the Registrant, provided that the former or current director delivers an unsecured written commitment that all sums paid in advance will be reimbursed to the Registrant if it is ultimately determined that the respective director is not entitled to indemnification under the Articles of Association. A former or current Director or member of the management board will not be indemnified in case of fraud.

The Registrant has entered into indemnification agreements with its directors and officers. The agreements seek to indemnify directors and officers to the fullest extent permitted by law. The indemnification agreements are not intended to deny or otherwise limit third-party or derivative suits against the Registrant or its directors or officers, but to the extent a director or officer were entitled to indemnity or contribution under the indemnification agreement, the financial burden of a third-party suit would be borne by the Registrant, and the Registrant would not benefit from derivative recoveries against the director or officer. Such recoveries would accrue to the Registrant's benefit but would be offset by its obligations to the director or officer under the indemnification agreement.

The Registrant maintains insurance with respect to losses incurred by any of its directors arising from any claim or claims by third party against such directors for any wrongful act in their respective capacities.

The indemnification rights set forth above shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any statute, provision of our articles of association, agreement, vote of shareholders or disinterested directors or otherwise.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Amended and Restated Articles of Association of Trinseo S.A. (previously filed as Exhibit 3.1 to the registration statement on Form S-1 (File No. 333-194561) and incorporated herein by reference).
4.2	Form of Trinseo S.A. 2014 Omnibus Incentive Plan (previously filed as Exhibit 10.34 to the registration statement on Form S-1 (File No. 333-194561) and incorporated herein by reference).
4.3	Form of Specimen Share Certificate of Trinseo S.A. (previously filed as Exhibit 4.1 to the registration statement on Form S-1 (File No. 333-194561) and incorporated herein by reference).
5.1	Opinion of Loyens & Loeff.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Loyens & Loeff (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page of this Registration Statement).

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 a prospectus filed with the Commission 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;

(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) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act 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.

(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 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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 Commission 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, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Berwyn, Commonwealth of Pennsylvania on the 23rd day of June, 2014.

TRINSEO S.A.

By: /s/ Christopher D. Pappas
Name: Christopher D. Pappas
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each officer and director of Trinseo S.A. whose signature appears below constitutes and appoints Christopher D. Pappas and John A. Feenan, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Trinseo S.A., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their 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	Title	Date
/s/ Christopher D. Pappas Christopher D. Pappas	Director, President and Chief Executive Officer (Principal Executive Officer)	June 23, 2014
/s/ John A. Feenan John A. Feenan	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 23, 2014
/s/ Brian W. Chu Brian W. Chu	Director	June 23, 2014
/s/ Jeffrey J. Cote Jeffrey J. Cote	Director	June 23, 2014
/s/ Pierre-Marie De Leener Pierre-Marie De Leener	Director	June 23, 2014
/s/ Seth A. Meisel Seth A. Meisel	Director	June 23, 2014
/s/ Michel G. Plantevin Michel G. Plantevin	Director	June 23, 2014
/s/ Stephen F. Thomas Stephen F. Thomas	Director	June 23, 2014
/s/ Aurélien Vasseur Aurélien Vasseur	Director	June 23, 2014
/s/ Stephen M. Zide Stephen M. Zide	Director	June 23, 2014

INDEX OF EXHIBITS

Exhibit Number	Description
4.1	Amended and Restated Articles of Association of Trinseo S.A. (previously filed as Exhibit 3.1 to the registration statement on Form S-1 (File No. 333-194561) and incorporated herein by reference).
4.2	Form of Trinseo S.A. 2014 Omnibus Incentive Plan (previously filed as Exhibit 10.34 to the registration statement on Form S-1 (File No. 333-194561) and incorporated herein by reference).
4.3	Form of Specimen Share Certificate of Trinseo S.A. (previously filed as Exhibit 4.1 to the registration statement on Form S-1 (File No. 333-194561) and incorporated herein by reference).
5.1	Opinion of Loyens & Loeff.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Loyens & Loeff (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page of this Registration Statement).

Exhibit 5.1

LOYENS & LOEFF

AVOCATS À LA COUR

OFFICE ADDRESS 18-20, rue Edward Steichen
L-2540 LUXEMBOURG
Luxembourg - Kirchberg
TELEPHONE +352 466 230
FAX +352 466 234
INTERNET www.loyensloeff.lu

Trinseo S.A.
4, rue Lou Hemmer
L-1748 Luxembourg-Findel
Grand Duchy of Luxembourg

Luxembourg, June 23, 2014

Dear Sirs,

Trinseo S.A. - S-8 Registration Statement

1 Introduction

We have acted as special legal counsel in the Grand Duchy of Luxembourg (**Luxembourg**) to Trinseo S.A., a Luxembourg public limited liability company (*société anonyme*) with registered office at 4, rue Lou Hemmer, L-1748 Luxembourg-Findel, Luxembourg, and registered with the Luxembourg register for trade and companies (the **RCS**) under number B153.549 (the **Company**).

This legal opinion (the **Opinion**) is furnished to you in connection with the form S-8 registration statement (the **Registration Statement**) being filed with the Securities and Exchange Commission (the **Commission**) under the United States Securities Act of 1933 (the **US Securities Act**) for the registration of 4,500,000 ordinary shares in the capital of the Company with a nominal value of USD 0.01 each (the **Shares**) that are proposed to be issued under the Company's 2014 Omnibus Incentive Plan (the **Plan**).

2 Scope of Inquiry

For the purpose of this Opinion we have examined electronically transmitted copies of the following documents:

(a) the resolutions adopted at an extraordinary general meeting of shareholders of the Company on May 30, 2014 (the **Shareholders Resolutions**) including the articles of association of the Company, as drawn up by Maître Henri Beck, notary in Echternach, Luxembourg (the **Articles**);

(b) the resolutions of the board of directors of the Company, in respect of the Registration Statement, the Plan and the issuance of shares and other transactions set out therein (the **Board Resolutions**);

(c) an excerpt pertaining to the Company delivered by the RCS on the date of this Opinion (the **Excerpt**); and

All services are provided by Loyens & Loeff Luxembourg S.à r.l., a private limited liability company (société à responsabilité limitée) having its registered office at 18-20, rue Edward Steichen, L-2540 Luxembourg, Luxembourg, with a share capital of Eur 25,200 and registered with the Luxembourg Register of Commerce and Companies Luxembourg (Registre de Commerce et des Sociétés, Luxembourg) under number B 174.248. All its services are governed by its General Terms and Conditions, which include a limitation of liability, the applicability of Luxembourg law and the competence of the Luxembourg courts. These General Terms and Conditions may be consulted via www.loyensloeff.lu.

AMSTERDAM • ARNHEM • BRUSSELS • LUXEMBOURG • ROTTERDAM • ARUBA • CURACAO • DUBAI
GENEVA • HONG KONG • LONDON • NEW YORK • PARIS • SINGAPORE • TOKYO • ZURICH

(d) a certificate of absence of judicial decisions (*certificats de non-inscription d'une décision judiciaire*) pertaining to the Company delivered by the RCS on the date of this Opinion with respect to the situation of the Company one business day prior to the date of this Opinion (the **RCS Certificate**).

3 Assumptions

We have assumed the following:

(a) the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies;

(b) all factual matters and statements relied upon or assumed in this Opinion are and were true and complete on the date of execution of the Opinion Documents (and any document in connection therewith) and the date of this Opinion; and

(c) the Shareholders Resolutions, the Articles, the Board Resolutions, the Excerpt and the RCS Certificate are true and accurate and in full force and effect and have not been amended, rescinded, revoked or declared null and void.

4 Opinion

Based upon the assumptions made above and subject to the qualifications set out below and any factual matter not disclosed to us, we are of the following opinion:

4.1 The Company is a public limited liability company (*société anonyme*), duly incorporated and validly existing under Luxembourg law for an unlimited duration.

4.2 The Shares to be issued have been duly authorised in accordance with the Articles and the laws of Luxembourg and, when duly subscribed to and fully paid and issued in accordance with the Board Resolutions and the Plan, will be validly issued and fully paid and non-assessable.

5 Qualification

This Opinion is subject to the following qualification: our opinion that the Company is validly existing is based on the Articles, the Excerpt and the RCS Certificate (which confirm in particular that no judicial decisions in respect of bankruptcy (*faillite*), composition with creditors (*concordat*), suspension of payments (*sursis de paiement*), controlled management (*gestion contrôlée*) or the appointment of a temporary administrator (*administrateur provisoire*) pertaining to the Company have been registered with the RCS). The Articles, the Excerpt and the RCS Certificate are, however, not capable of revealing conclusively whether or not the Company is subject to any bankruptcy (*faillite*), insolvency, moratorium, controlled management (*gestion contrôlée*), suspension of payments (*sursis de paiement*), court ordered liquidation or reorganisation or any similar Luxembourg or foreign proceedings affecting the rights of creditors generally.

6 Miscellaneous

6.1 We express no opinion, nor do we imply any opinion, as to any laws other than Luxembourg laws. This Opinion and all rights, obligations, issues of interpretation and liabilities in relation to it are governed by, and shall be construed in accordance with, Luxembourg law.

6.2 We consent to the filing of this opinion with the Commission as Exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 and Section 11 of the US Securities Act or the rules and regulations of the Commission promulgated thereunder.

Yours faithfully,
Loyens & Loeff Luxembourg S.à r.l.

/s/ Thierry Lohest

Thierry Lohest
Avocat

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 14, 2014 except for the impact of the reverse stock split described in Note L and Note V as to which the date is May 30, 2014 relating to the consolidated financial statements and financial statement schedule for the year ended December 31, 2013, which appears in Trinseo S.A.'s Registration Statement on Form S-1.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
June 23, 2014

Exhibit 23.2

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement of Trinseo S.A. on Form S-8 of our report dated February 28, 2014, relating to the consolidated financial statements of Americas Styrenics LLC and its subsidiaries as of December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013, appearing in the prospectus dated June 11, 2014 included in Registration Statement No. 333-194561 of Trinseo S.A.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas
June 23, 2014