

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

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

MSA SAFETY INCORPORATED
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

46-4914539
(I.R.S. Employer
Identification No.)

1000 Cranberry Woods Drive
Cranberry Township, PA
(Address of Principal Executive Offices)

16066
(Zip code)

MSA Safety Incorporated 2023 Management Equity Incentive Plan
(Full title of the plan)

Stephanie L. Sciallo, Esq.
MSA Safety Incorporated
1000 Cranberry Woods Drive
Cranberry Township, Pennsylvania 16066
Telephone: (724) 776-8600
(Name, address and telephone number, including area code, of agent for service)

Copies of communications to:

Jeffrey G. Aromatorio, Esq.
Reed Smith LLP
Reed Smith Centre
225 Fifth Avenue
Pittsburgh, Pennsylvania 15222
Telephone: (412) 288-3364

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 | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by MSA Safety Incorporated, a Pennsylvania corporation (the “Registrant”), relating to an aggregate of 1,400,000 shares of its common stock, no par value (the “Common Stock”), issuable pursuant to awards granted under the MSA Safety Incorporated 2023 Management Equity Incentive Plan (the “Plan”), which was adopted by the Registrant’s shareholders on May 12, 2023 (the “Effective Date”). Concurrently herewith, the Registrant is filing a Post-Effective Amendment No. 1 to Registration Statements No. 333-214397, No. 333-174601, and No. 333-157682 relating to shares of Common Stock that shall become authorized for issuance under the Plan consisting of (a) any shares of Common Stock that remain available for issuance under the MSA Safety Incorporated 2016 Management Equity Incentive Plan (the “Prior Plan”) (previously named the MSA Safety Incorporated 2008 Management Equity Incentive Plan) as of the Effective Date, and (b) shares which are subject to any unexercised or undistributed portion of any terminated, expired, exchanged or forfeited award (or awards settled in cash in lieu of shares); excluding any shares of Common Stock surrendered or withheld as payment of either the exercise price of an award or withholding taxes in respect of an award under the Prior Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of this Registration Statement is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”). The documents containing the information called for in Part I of this Registration Statement will be delivered to the participants in the equity benefit plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended.

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 by reference in this Registration Statement:

- (a) Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on February 16, 2023;
- (b) Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2023, filed with the Commission on May 2, 2023;
- (c) Registrant's Current Reports on Form 8-K, filed with the Commission on [January 5, 2023](#), [January 6, 2023](#), [May 12, 2023](#), and [May 31, 2023](#); and
- (d) The description of our common stock filed as [Exhibit 4\(d\)](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on February 20, 2020.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (other than portions of those documents furnished or otherwise not deemed to be filed), 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 in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other contemporaneously or subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement 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.

1. *Pennsylvania Business Corporation Law.* Sections 1741 and 1742 of the Pennsylvania Business Corporation Law (the “BCL”) provide that a business corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was 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 other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. In the case of an action by or in the right of the corporation, such indemnification is limited to expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the corporation unless, and only to the extent that, a court determines upon application that, despite the adjudication of liability but in view of all the circumstances, such person is fairly and reasonably entitled to indemnity for the expenses that the court deems proper.

BCL Section 1744 provides that, unless ordered by a court, any indemnification referred to above shall be made by the corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the indemnitee has met the applicable standard of conduct. Such determination shall be made:

- (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding; or

-
- (2) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
 - (3) by the shareholders.

Notwithstanding the above, BCL Section 1743 provides that to the extent that a director, officer, employee or agent of a business corporation is successful on the merits or otherwise in defense of any proceeding referred to above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

BCL Section 1745 provides that expenses (including attorneys' fees) incurred by an officer, director, employee or agent of a business corporation in defending any proceeding may be paid by the corporation in advance of the final disposition of the proceeding upon receipt of an undertaking to repay the amount advanced if it is ultimately determined that the indemnitee is not entitled to be indemnified by the corporation.

BCL Section 1746 provides that the indemnification and advancement of expenses provided by, or granted pursuant to, the foregoing provisions is not exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, and that indemnification may be granted under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise for any action taken or any failure to take any action whether or not the corporation would have the power to indemnify the person under any other provision of law and whether or not the indemnified liability arises or arose from any action by or in the right of the corporation, provided, however, that no indemnification may be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

BCL Section 1747 permits a Pennsylvania business corporation to purchase and maintain insurance on behalf of any person who is or was 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 other enterprise, against any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions described above.

2. *Articles of Incorporation.* Article 14th of the Registrant's Articles of Incorporation was adopted by the shareholders of Mine Safety Appliances Company, predecessor of the Company, at their Annual Meeting held on April 24, 1987. Pursuant to its reorganization into a holding company organizational structure in 2014, the Registrant's Articles of Incorporation are identical to those of its predecessor. Article 14th provides that, to the fullest extent allowed by the BCL, no director of the Registrant shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

3. *Indemnification Bylaw.* Section 7.01 of the Registrant's Bylaws (the "Indemnification Bylaw") was adopted by the shareholders of Mine Safety Appliances Company, predecessor of the Company, at their Annual Meeting held on April 24, 1987. Pursuant to its reorganization into a holding company organizational structure in 2014, the Company's Bylaws are identical to those of its predecessor. Under the Indemnification Bylaw, except as prohibited by law, every director and officer of the Registrant is entitled as of right to be indemnified by the Registrant against all expenses and liabilities incurred in connection with any actual or threatened claim or proceeding, whether civil, criminal, administrative, investigative or other, whether brought by or in the right of the Registrant or otherwise, in which the director or officer may be involved in any manner, by reason of his or her being or having been a director or officer of the Registrant or by reason of the fact that he or she is or was serving at the request of the Registrant as

a director, officer, employee, fiduciary or other representative of another corporation or other entity. In an action brought by a director or officer against the Registrant, the director or officer is only entitled to indemnification for expenses in certain circumstances. Each director and officer is also entitled as of right to have his or her expenses in defending an action paid in advance by the Registrant prior to final disposition of the action, subject to any obligation which may be imposed to reimburse the Registrant in certain events. The Indemnification Bylaw establishes a procedure whereby a director or officer may bring an action against the Registrant if a written claim for indemnification or advancement of expenses is not paid by the Registrant in full within thirty days after the claim has been presented. The director or officer is also entitled to advancement of expenses in this proceeding. The only defense to an action to recover a claim for indemnification is that the indemnitee's conduct was such that under Pennsylvania law the Registrant is prohibited from indemnifying the indemnitee. The only defense to an action to recover payment of expenses in advance is failure by the indemnitee to make an undertaking to reimburse the Registrant if such an undertaking is required. In addition, Section 7.02 of the Registrant's Bylaws, like Article 14th of the Registrant's Articles of Incorporation, provides that, to the fullest extent allowed by the BCL, no director of the Registrant shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

Any amendment or repeal of the Indemnification Bylaw will operate prospectively only and will not affect any action taken, or failure to act, by a director or officer prior to the adoption of such amendment or repeal.

4. *Director and Officer Liability Insurance.* The Registrant maintains director and officer liability insurance covering its directors and officers with respect to liability which they may incur in connection with their serving as such, which liability could include liability under the Securities Act of 1933. Under the insurance, the Registrant is entitled to reimbursement for amounts as to which the directors and officers are indemnified under the Indemnification Bylaw. The insurance may also provide certain additional coverage for the directors and officers against certain liability even though such liability is not subject to indemnification under the Indemnification Bylaw.

5. *Indemnification Agreements.* At their Annual Meeting held on April 24, 1987, the shareholders of Mine Safety Appliances Company, predecessor of the Company, also approved a proposed form of Indemnification Agreement to be entered into between the Registrant and each of its present and future directors and such other officers, employees and agents of the Registrant and its subsidiaries as shall be designated from time to time by the Board of Directors.

The form of agreement provides essentially the same rights to indemnification against liabilities and expenses as are provided in the Indemnification Bylaw. In addition, the form of agreement requires the Registrant to either maintain the liability insurance coverage currently in effect for the benefit of the contractee or to hold the contractee harmless to the full extent of such coverage.

Further, the form of agreement provides that if the full indemnification claimed by the contractee may not be paid by the Registrant because prohibited by law and the Registrant is jointly liable with the contractee as to the matter for which indemnification was sought (or would be so liable if the Registrant were joined in such matter), the contractee has a right to contribution from the Registrant for the amount of any expenses and liabilities incurred by the contractee as to such matter based on the relative benefits received by the Registrant and the contractee from the transaction from which the liability arose and the relative fault of the Registrant (including the Registrant's other directors, officers, employees or agents) and the contractee in connection with the events which resulted in such expenses or liability, as well as any other relevant equitable considerations.

Under the form of agreement, a contractee is entitled to the rights to indemnification for expenses and liability, advancement of expenses and contribution provided by the agreement notwithstanding any amendment or repeal of the Indemnification Bylaw. In addition, although a change in law restricting indemnification rights would automatically restrict the indemnification rights provided under the Indemnification Bylaw, the form of agreement provides that a change in law restricting indemnification rights will not affect the rights of a contractee under the agreement unless the law so requires.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index immediately following the Signature Pages.

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 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 Commission 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.
- 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 this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and 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 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 of 1933, 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 Section 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 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 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 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 Cranberry Township, Commonwealth of Pennsylvania, as of June 6, 2023.

MSA Safety Incorporated
(Registrant)

By: /s/ Nishan J. Vartanian
Nishan J. Vartanian
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Nishan J. Vartanian and Stephanie L. Sciullo his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her or in his or her name, place and stead, in any and all capacities to sign any and all amendments or 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 attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite or 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 said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

[Signature Page to Form S-8 Registration Statement – MSA Safety Incorporated 2023 Management Equity Incentive Plan]

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated, as of June 6, 2023.

Signature	Title	Date
/s/ Nishan J. Vartanian Nishan J. Vartanian	Chairman and Chief Executive Officer (Principal Executive Officer)	June 6, 2023
/s/ Lee B. McChesney Lee B. McChesney	Senior Vice President and Chief Financial Officer	June 6, 2023
/s/ Jonathan D. Buck Jonathan D. Buck	Chief Accounting Officer and Controller (Principal Accounting Officer)	June 6, 2023
/s/ Robert A. Bruggeworth Robert A. Bruggeworth	Director	June 6, 2023
/s/ Gregory B. Jordan Gregory B. Jordan	Director	June 6, 2023
/s/ William M. Lambert William M. Lambert	Director	June 6, 2023
/s/ Diane M. Pearse Diane M. Pearse	Director	June 6, 2023
/s/ Rebecca B. Roberts Rebecca B. Roberts	Director	June 6, 2023
/s/ Sandra Phillips Rogers Sandra Phillips Rogers	Director	June 6, 2023
/s/ John T. Ryan III John T. Ryan III	Director	June 6, 2023
/s/ Luca Savi Luca Savi	Director	June 6, 2023
/s/ William R. Sperry William R. Sperry	Director	June 6, 2023

Exhibit Index

Exhibit No.	Description	Method of Filing
4.1	Amended and Restated Articles of Incorporation of the Company.	Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on March 7, 2014.
4.2	Amended and Restated By-laws of the Company.	Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on March 7, 2014.
5.1	Opinion of Reed Smith LLP.	Filed herewith.
23.1	Consent of Ernst & Young LLP.	Filed herewith.
23.2	Consent of Reed Smith LLP (included in the opinion filed as Exhibit 5.1 to this registration statement).	Filed herewith.
24.1	Power of Attorney (included on signature page hereto).	Filed herewith.
99.1	MSA Safety Incorporated 2023 Management Equity Incentive Plan.	Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed with the Commission on March 30, 2023.
107	Calculation of Filing Fee Table.	Filed herewith.

June 9, 2023

MSA Safety Incorporated
1000 Cranberry Woods Drive
Cranberry Township, Pennsylvania 16606

Ladies and Gentlemen:

We have acted as counsel to MSA Safety Incorporated, a Pennsylvania corporation (the "Company"), in connection with the filing by the Company on the date hereof of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") covering the offer and sale of up to 1,400,000 shares of the Company's common stock, no par value (the "Shares"), issuable pursuant to its 2023 Management Equity Incentive Plan (the "Plan"). This opinion is being furnished at the Company's request in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as to the issue of the Shares.

In rendering the opinion hereinafter expressed, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction as being true reproductions of originals, of all such documents, records, agreements and other instruments, including the Registration Statement, the Plan, the Amended and Restated Articles of Incorporation of the Company, the Amended and Restated By-laws of the Company, and corporate minutes of the Company as we have deemed necessary and appropriate for the purpose of this opinion. We have assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of any participants thereunder. We have further assumed the genuineness of all signatures, the authenticity of all documents, certificates and records submitted to us as originals, the conformity to original documents, certificates and records of all documents, certificates and records submitted to us as copies, and the truthfulness of all statements of fact contained therein.

Based upon the foregoing, and having regard to legal considerations and other information that we deem relevant, we are of the opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the participants, and have been issued by the Company against payment therefor in the circumstances contemplated by the Plan and assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised and paid for, for consideration at least equal to the par value thereof, in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares shall have been duly authorized by all necessary corporate action of the Company and, when and to the extent that the Shares are issued in accordance with the foregoing, such Shares will be validly issued, fully paid and non-assessable.

We express no opinion herein as to the laws of any state or jurisdiction other than the Business Corporation Law of the Commonwealth of Pennsylvania.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm therein. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Reed Smith LLP

Reed Smith LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2023 Management Equity Incentive Plan of MSA Safety Incorporated of our reports dated February 16, 2023 with respect to the consolidated financial statements and schedule of MSA Safety Incorporated and the effectiveness of internal control over financial reporting of MSA Safety Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Pittsburgh, Pennsylvania
June 9, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

MSA Safety Incorporated
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, without par value	Rule 457(c) and Rule 457(h)	1,400,000	\$144.055(2)	\$201,677,000	\$0.0001102	\$22,224.81
Total Offering Amounts					\$201,677,000		—
Total Fee Offsets							—
Net Fee Due							\$22,224.81

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also includes an indeterminate number of additional shares that may become issuable under the plan set forth herein by reason of any stock split, stock dividend, recapitalization or other similar transactions as provided in the above-referenced plan. The 1,400,000 shares of common stock to be registered are in addition to the shares of common stock previously registered in connection with the 2016 Management Equity Incentive Plan (the “Prior Plan”) on registration statement on Form S-8 filed with the Securities and Exchange Commission on November 2, 2016 (Registration No. 333-214397), registration statement on Form S-8 filed with the Securities and Exchange Commission on May 27, 2011 (Registration No. 333-174601), and registration statement on Form S-8 filed with the Securities and Exchange Commission on March 4, 2009 (Registration No. 333-157682).
- (2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$144.055 per share, which is the average of the high and low prices of the Registrant’s common stock, as reported on the NASDAQ Capital Market, on June 6, 2023.