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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

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

Missouri
(State or other jurisdiction of incorporation or organization)

43-1554045
(I.R.S. Employer Identification No.)

9900A Clayton Road
St. Louis, Missouri 63124
(Address of principal executive offices, including zip code)

Esco Technologies Inc.
2018 Omnibus Incentive Plan
(Full title of the plan)

David M. Schatz, 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.

INCORPORATION OF EARLIER REGISTRATION STATEMENT

This registration statement relates to the registration of 550,000 additional shares of the common stock, par value \$0.01 per share, of ESCO Technologies Inc. (the "Company"), reserved for issuance under the Company's 2018 Omnibus Incentive Plan. The contents of the Company's registration statement on Form S-8 filed with the Securities and Exchange Commission ("SEC") on February 14, 2018 (File No. [333-223029](#)) are incorporated herein by reference, except as the same may be modified by the information set forth below and in the exhibits hereto.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the registrant (the "Company") with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated by reference in this registration statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2023, filed on [November 29, 2023](#).
- (b) The Company's Current Reports on Form 8-K filed on [October 3, 2023](#), [November 16, 2023](#) and [November 20, 2023](#).
- (c) The description of the Company's Common Stock contained in [Exhibit 4.1\(a\)](#) to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2019, filed on [November 29, 2019](#).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered 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 part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that it is modified or superseded by a statement contained in any other subsequently filed document which also is incorporated or deemed to be incorporated herein by reference.

Item 8. Exhibits.

(a) The following documents are filed as exhibits to this registration statement; exhibit numbers correspond to the exhibit table in Item 601 of Regulation S-K:

Exhibit Number	Description	Document Location
4.1(a)	Restated Articles of Incorporation	Exhibit 3(a) to the Company's Form 10-K for the fiscal year ended September 30, 1999
4.1(b)	Amended Certificate of Designation, Preferences and Rights of Series A Participating Cumulative Preferred Stock	Exhibit 4(e) to the Company's Form 10-Q for the fiscal quarter ended March 31, 2000
4.1(c)	Articles of Merger, effective July 10, 2000	Exhibit 3(c) to the Company's Form 10-Q for the fiscal quarter ended June 30, 2000
4.1(d)	Amendment to Articles of Incorporation, effective February 5, 2018	Exhibit 3.1 to the Company's Form 8-K filed February 7, 2018
4.2	Bylaws	Exhibit 3.1 to the Company's Form 8-K filed November 22, 2022
4.3	Description of Common Stock	Exhibit 4.1(a) to the Company's Form 10-K for the fiscal year ended September 30, 2019
4.4	Specimen revised Common Stock Certificate	Exhibit 4.1 to the Company's Form 10-Q for the fiscal quarter ended March 31, 2010
4.5	Amended and Restated Credit Agreement dated as of August 30, 2023, among ESCO Technologies Inc., the foreign subsidiary Borrowers party thereto, JPMorgan Chase Bank, N.A. as Administrative Agent, and certain other Lenders and Departing Lenders as defined therein	Exhibit 10.1 to the Company's Form 8-K filed September 6, 2023
5	Opinion of counsel as to legality of securities being registered	Filed herewith
23.1	Consent of independent registered public accounting firm (Grant Thornton LLP)	Filed herewith
23.2	Consent of independent registered public accounting firm (KPMG LLP)	Filed herewith
23.3	Consent of Counsel	Included in Exhibit 5
24	Powers of attorney	Included on the signature page hereto
107	Filing Fee Table	Filed herewith

(b) See Exhibit 107 hereto.

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 Ladue, State of Missouri, on November 29, 2023.

ESCO TECHNOLOGIES INC.

By: /s/ David M. Schatz

David M. Schatz

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 Christopher L. Tucker, David M. Schatz and Jeffrey D. Fisher, and each of them, the true and lawful attorney-in-fact and agent of the undersigned, with full power of substitution and resubstitution, for the undersigned and in the name, place and stead of the undersigned, 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 the undersigned 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 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/Bryan H. Sayler</u> Bryan H. Sayler	President and Chief Executive Officer and Director (Principal Executive Officer)	November 29, 2023
<u>/s/Christopher L. Tucker</u> Christopher L. Tucker	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 29, 2023
<u>/s/Patrick M. Dewar</u> Patrick M. Dewar	Director	November 29, 2023
<u>/s/Janice L. Hess</u> Janice L. Hess	Director	November 29, 2023
<u>/s/Vinod M. Khilnani</u> Vinod M. Khilnani	Director	November 29, 2023
<u>/s/Leon J. Olivier</u> Leon J. Olivier	Director	November 29, 2023
<u>/s/Robert J. Phillippy</u> Robert J. Phillippy	Director	November 29, 2023
<u>/s/James M. Stolze</u> James M. Stolze	Director	November 29, 2023
<u>/s/Gloria L. Valdez</u> Gloria L. Valdez	Director	November 29, 2023

ESCO TECHNOLOGIES INC.
9900A Clayton Road
St. Louis, MO 63124-1186

Jeffrey D. Fisher
Assistant General Counsel

November 29, 2023

ESCO Technologies Inc.
9900A Clayton Road
St. Louis, MO 63124

Ladies and Gentlemen:

I am an Assistant General Counsel of ESCO Technologies Inc., a Missouri corporation (the "Company"), and in such capacity I am familiar with the Registration Statement on Form S-8 (the "Registration Statement") relating to the Company's 2018 Omnibus Incentive Plan (the "Plan") to which this letter is filed as an exhibit.

The Registration Statement registers 550,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), to be offered pursuant to stock options, stock appreciation rights, performance-accelerated restricted stock awards, restricted stock awards and other stock-based awards which may be granted under the Plan.

I have examined originals or copies, certified or otherwise identified to my satisfaction, of such documents, corporate records, certificates of public officials and other instruments as I have deemed necessary for the purpose of the opinion expressed herein.

On the basis of the foregoing, I am of the opinion that the Common Stock, when sold in accordance with the provisions of the Plan, will be legally issued, fully paid and non-assessable.

I consent to the filing of this letter as an exhibit to the Registration Statement.

Sincerely yours,

/s/ Jeffrey D. Fisher
Assistant General Counsel

Consent of Independent Registered Public Accounting Firm

We have issued our report dated November 29, 2023, with respect to the consolidated financial statements and internal control over financial reporting of ESCO Technologies Inc. included in the Annual Report on Form 10-K for the year ended September 30, 2023, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

St. Louis, Missouri
November 29, 2023

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated November 29, 2021, with respect to the consolidated financial statements of ESCO Technologies Inc., incorporated herein by reference.

/s/ KPMG LLP
St. Louis, Missouri
November 29, 2023

CALCULATION OF FILING FEE

FORM S-8

(Form type)

ESCO TECHNOLOGIES INC.

(Exact name of Registrant as specified in its charter)

Table I: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
ESCO Technologies Inc. 2018 Omnibus Incentive Plan	Equity	Common Stock, par value \$0.01/share	457(a)	550,000 shares ⁽¹⁾	\$ 104.14 ⁽²⁾	\$57,277,000	\$147.60 per million dollars	\$ 8,454.09
Total Offering Amounts						\$57,277,000		\$ 8,454.09
Total Fee Offsets								\$ 0
Net Fee Due								\$ 8,454.09

- (1) This registration statement shall also cover any additional shares of common stock which become issuable under the plan described herein by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization of or by the registrant which results in an increase in the number of the registrant's outstanding shares of common stock or shares issuable pursuant to awards granted under the Plan.
- (2) Estimated solely for purposes of calculating the registration fee. Pursuant to Rules 457(c) and 457(h) under the Securities act of 1933, as amended, the proposed maximum offering price per share is calculated based on the average of the high and low selling prices of the Company's common stock as reported by the New York Stock Exchange as of November 21, 2023, a date within five business days of the filing of this registration statement.