

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

KBR, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)
601 Jefferson Street
Suite 3400
Houston, Texas
(Address of Principal Executive Offices)

20-4536774
(I.R.S. Employer Identification No.)
77002
(Zip Code)

KBR, Inc. 2006 Stock and Incentive Plan
(As Amended and Restated May 12, 2016)
(Full title of the plan)

Eileen G. Akerson
Executive Vice President and General Counsel
601 Jefferson Street
Suite 3400
Houston, Texas 77002
(Name and address of agent for service)

(713) 753-3011
(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 small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
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 \$0.001 per share	4,400,000	\$18.56	\$81,664,000	\$9,897.68

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Form S-8 Registration Statement (the "Registration Statement") also covers an indeterminate number of additional shares as may become issuable under the KBR, Inc. 2006 Stock and Incentive Plan, as Amended and Restated May 12, 2016 (the "Plan") pursuant to the anti-dilution provisions thereof.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act and based on a price of \$18.56 per share, which was the average of the high and low sales price of the registrant's common stock reported on the New York Stock Exchange on October 25, 2018.

INTRODUCTORY STATEMENT

KBR, Inc. (the “Company”) is filing this Registration Statement relating to the additional shares of its common stock, par value \$0.001 per share, issuable pursuant to the terms of the KBR, Inc. 2006 Stock and Incentive Plan, as amended and restated (the “Plan”). Pursuant to General Instruction E to Form S-8, the Company hereby incorporates by reference into this Registration Statement the contents of the Form S-8 Registration Statements (File No. 333-138850 and File No. 333-190777) relating to the Plan filed by the Company with the Securities and Exchange Commission (the “SEC”) on November 20, 2006, and August 22, 2013, respectively, except to the extent otherwise updated or modified by this Registration Statement. The additional 4,400,000 shares of common stock that are the subject of this Registration Statement relate to the amendment to the Plan to increase the number of authorized shares available for issuance under the Plan. The amendment was approved by the Company’s stockholders at the Company’s annual meeting held on May 12, 2016. The Company previously registered 10,000,000 shares issuable under the Plan under a Registration Statement on Form S-8 (File No. 333-138850) and an additional 2,000,000 shares issuable under the Plan under a Registration Statement on Form S-8 (File No. 333-190777).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to the Plan’s participants as specified by Rule 428(b)(1) under the Securities Act. These documents have not been filed with the Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in the registration statement pursuant to Item 3 of Part II of this Form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

- a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017;
- b) The Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2018, June 30, 2018, and September 30, 2018;
- c) All other reports (excluding any information furnished under Items 2.02 or 7.01 of Form 8-K) filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Form 10-K referred to in (a) above; and
- d) The description of the Registrant’s common units contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission on November 9, 2006, as such description may be amended from time to time.

In addition, except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (other than information furnished under Item 2.02, Item 7.01 or Item 9.01 of any Current Report on Form 8-K or included as an exhibit), prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that 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 herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein 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 5. Interests of Named Experts and Counsel .

The validity of the shares of Common Stock being registered pursuant hereto has been passed upon by Eileen G. Akerson, Esq., the Company’s Executive Vice President and General Counsel. Ms. Akerson, an employee of the Company and a participant in certain employee benefit plans offered by the Company, on the date hereof, beneficially owns 71,087 shares of the Company’s common stock.

ITEM 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1*	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed June 7, 2012; File No. 1-33146)
4.2*	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 filed February 27, 2014; File No. 1-33146)
4.3*	Form of specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, as amended; Registration No. 333-133302)
4.4*	KBR, Inc. 2006 Stock and Incentive Plan (as amended and restated May 12, 2016) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 18, 2016; File No. 1-33146)
5.1	Opinion of Counsel, Eileen G. Akerson, the Company's Executive Vice President and General Counsel
23.1	Consent of KPMG LLP – Houston, Texas
23.2	Consent of Counsel, Eileen G. Akerson (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature pages of this Registration Statement)

* Incorporated by reference as indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Houston, State of Texas, on October 30, 2018.

KBR, INC.

By: /s/ Stuart J. B. Bradie

Name: Stuart J. B. Bradie

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below appoints Eileen G. Akerson and Adam M. Kramer, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in his name place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, any registration statement for the same offering filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and any and all amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said 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 in connection therewith, 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 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, this Registration Statement has been signed by the following persons in the capacities indicated on October 30, 2018.

Signature**Title**

/s/ Stuart J. B. Bradie

Stuart J. B. Bradie

President, Chief Executive Officer and Director
(Principal Executive Officer and Director)

/s/ Mark W. Sopp

Mark W. SoppExecutive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Raymond L. Carney

Raymond L. CarneyVice President and Chief Accounting Officer
(Principal Accounting Officer)

/s/ Mark E. Baldwin

Mark E. Baldwin

Director

/s/ James R. Blackwell

James R. Blackwell

Director

/s/ Loren K. Carroll

Loren K. Carroll

Director

/s/ Umberto della Sala

Umberto della Sala

Director

/s/ Lester L. Lyles

Lester L. Lyles

Director

/s/ Wendy M. Masiello

Wendy M. Masiello

Director

/s/ Jack B. Moore

Jack B. Moore

Director

/s/ Ann D. Pickard

Ann D. Pickard

Director



601 Jefferson Street | Houston, Texas 77002 | USA
Phone: 713.753.3454 | Fax: 713.753.2017

Eileen G. Akerson

Executive Vice President and General Counsel

October 30, 2018

KBR, Inc.
601 Jefferson Street, Suite 3400
Houston, Texas 77002

Ladies and Gentlemen:

I am the Executive Vice President and General Counsel of KBR, Inc., a Delaware corporation (the “Company”). This opinion of counsel relates to the Company’s Registration Statement on Form S-8 (“Registration Statement”) to register up to 4,400,000 additional shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share, to be issued from time to time pursuant to the KBR, Inc. 2006 Stock and Incentive Plan (as amended and restated May 12, 2016) (the “Plan”).

In my capacity as Executive Vice President and General Counsel, I am familiar with the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws, each as amended to date, have familiarized myself with the matters discussed herein and have examined the Registration Statement, the Plan and all statutes, corporate records and other instruments or documents pertaining to the matters discussed herein that I deem necessary to examine as a basis for the opinions expressed herein. In making my examination, I have assumed that all signatures on all documents examined by me are genuine, that all documents submitted to me as originals are accurate and complete, that all documents submitted to me as copies are true and correct copies of the originals thereof and that all information submitted to me was accurate and complete.

On the basis of the foregoing, I am of the opinion that the Shares have been duly authorized and when issued by the Company pursuant to and in accordance with the terms and limitations of the Plan, will be validly issued, fully paid and non-assessable.

This opinion letter is limited in all respects to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws), as in effect on the date hereof.

I hereby consent to the filing of this opinion of counsel as Exhibit 5.1 to the Registration Statement and to the reference to me under the heading “Interests of Named Experts and Counsel” in the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Eileen G. Akerson

Eileen G. Akerson

Executive Vice President and General Counsel

Consent of Independent Registered Public Accounting Firm

The Board of Directors
KBR, Inc.:

We consent to the use of our report dated February 23, 2018, except as to Notes 2, 5, 6, 10, and 11, which are as of October 30, 2018, with respect to the consolidated balance sheets of KBR, Inc. as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows for each of the years in three-year period ended December 31, 2017, and the related notes and financial statement schedule II (collectively, the "consolidated financial statements"), incorporated herein by reference to the Form 8-K of KBR, Inc. dated October 30, 2018. We also consent to the use of our report dated February 23, 2018 with respect to the effectiveness of internal control over financial reporting as of December 31, 2017, which report appears in the December 31, 2017 annual report on Form 10-K of KBR, Inc.

/s/ KPMG LLP
KPMG LLP

Houston, Texas

October 30, 2018
