
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

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

DELPHI TECHNOLOGIES PLC

(Exact name of registrant as specified in its charter)

Jersey
(State or other jurisdiction of
incorporation or organization)

98-1367514
(I.R.S. Employer
Identification No.)

**One Angel Court
10th Floor
London, EC2R 7HJ
United Kingdom**
(Address of Principal Executive Offices)

Nonqualified Stock Option Inducement Agreement
(Full title of the plan)

**James Harrington
One Angel Court
10th Floor
London, EC2R 7HJ
United Kingdom
011-44-020-305-74300**
(Name, address and telephone number, including area code, of agent for service)

Copy to:

**Robert W. Boyle
Vice President, Corporate and Securities
Delphi Technologies PLC
5825 Innovation Drive
Troy, Michigan 48098-2815
(313) 614-0520**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

Non-accelerated filer

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	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value \$0.01 per share	1,006,077(1)(2)	\$15.06(3)	\$15,151,519.62(3)	\$1,836.36

- (1) Represents ordinary shares, par value \$0.01 per share (“*Ordinary Shares*”), of Delphi Technologies PLC (the “*Registrant*”) issuable upon vesting and exercise of a stock option inducement grant by the Registrant to Richard F. Dauch under the Nonqualified Stock Option Inducement Agreement dated January 7, 2019.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement also covers any additional Ordinary Shares that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (3) Estimated solely for the purposes of determining the amount of the registration fee, pursuant to paragraph (h) of Rule 457 under the Securities Act, based on the stock option exercise price.

EXPLANATORY NOTE

This Registration Statement registers the offer and sale of 1,006,077 Ordinary Shares, which may be issued pursuant to the stock option inducement grant made to Richard F. Dauch, the Company's Chief Executive Officer, in accordance with the terms of the Nonqualified Stock Option Inducement Agreement by and between the Registrant and Richard F. Dauch, dated January 7, 2019, in reliance on the employment inducement award exemption under the New York Stock Exchange Listed Company Manual Rule 303A.08.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by the rules of the Securities and Exchange Commission (the "*Commission*"), this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the Registrant's Chief Executive Officer as required by Rule 428(b) promulgated under the Securities Act. Such documents are not being filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, 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.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"). The following documents, which are on file with the Commission, are incorporated into this Registration Statement by reference (in each case excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K):

- (a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2018, filed on February 21, 2019, including the information incorporated by reference from our [Definitive Proxy](#) Statement filed on March 15, 2019
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019, filed on May 2, 2019;
- (c) The Registrant's Current Report on [Form 8-K](#) filed on January 7, 2019 and Current Report on [Form 8-K](#) filed on April 29, 2019; and
- (d) The description of the Ordinary Shares contained in the Registrant's Information Statement, filed as Exhibit 99.1 to the Registration Statement on [Form 10](#), initially filed on June 9, 2017, as amended by Amendment No. 1 filed on August 11, 2017, Amendment No. 2 filed on September 7, 2017, Amendment No. 3 filed on October 16, 2017, Amendment No. 4 filed on November 3, 2017 and Amendment No. 5 filed on November 13, 2017, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that 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; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. 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 that 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.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under the Registrant's memorandum and articles of association, the Registrant is required to indemnify every present and former director, officer or employee of the Registrant out of the assets of the Registrant against any loss or liability incurred by such person by reason of being or having been such a director, officer or employee. Further, the Registrant's directors may approve the Registrant's purchase or maintenance of such insurance as is permitted by law for any director, officer or employee or former director, officer or employee of the Registrant in respect of any liability that would otherwise attach to such director, officer or employee or former director, officer or employee. The extent of such indemnities shall be limited in accordance with the provisions of the Companies (Jersey) Law 1991, as amended.

Item 7. Exemption from Registration Claimed.

Not applicable.

Exhibits.

Exhibit Number	Description
4.1	Memorandum and Articles of Association (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 26, 2018)
5.1	Opinion of Carey Olsen
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Carey Olsen (included in Exhibit 5.1)
99.1	Nonqualified Stock Option Inducement Agreement (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 2, 2019)

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 prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 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) of this section 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 Commission by the Registrant pursuant to Section 13 or Section 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 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 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 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 Act and will be governed by the final adjudication of such issue.

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 London, United Kingdom, on May 2, 2019.

DELPHI TECHNOLOGIES PLC

By: /s/ James D. Harrington
Name: James D. Harrington
Title: Senior Vice President, General Counsel, Secretary
and Chief Compliance Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on May 2, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ Richard F. Dauch</u> Richard F. Dauch	Richard F. Dauch (Principal Executive Officer)
<u>/s/ Vivid Sehgal</u> Vivid Sehgal	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Jeffrey M. Sesplankis</u> Jeffrey Sesplankis	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Timothy M. Manganello</u> Timothy M. Manganello	Chairman of the Board of Director
<u>/s/ Robin J. Adams</u> Robin J. Adams	Director
<u>/s/ Joseph S. Cantie</u> Joseph S. Cantie	Director
<u>/s/ Nelda J. Connors</u> Nelda J. Connors	Director
<u>/s/ Gary L. Cowger</u> Gary L. Cowger	Director
<u>/s/ David S. Haffner</u> David S. Haffner	Director
<u>/s/ Dr. Helmut Leube</u> Dr. Helmut Leube	Director

/s/ Hari N. Nair

Hari N. Nair

Director

/s/ MaryAnn Wright

MaryAnn Wright

Director

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Delphi Technologies PLC
Queensway House
Hilgrove Street
St Helier
Jersey
JE1 1ES

2 May 2019

Dear Sirs

Delphi Technologies PLC (the “Company”)

We have acted as Jersey legal advisers to the Company in connection with the registration statement on Form S-8 dated 2 May 2019 (the “**Form S-8**”) relating to the Nonqualified Stock Option Inducement Agreement entered into on 7 January 2019 by the Company and Richard F. Dauch (the “**Plan**”).

Under the Plan, the Company has granted an option (the “**Option**”) relating to Plan Shares (as defined below) to Richard F. Dauch (such person being the “**Option Holder**”).

1. Documents Examined

1.1 For the purposes of this opinion we have examined and relied upon copies of the following documents:

- 1.1.1 the Form S-8 in the form in which it is to be filed with the US Securities and Exchange Commission;
- 1.1.2 the Company’s memorandum and articles of association in force as at the date hereof; and
- 1.1.3 the Plan.

1.2 For the purposes of this opinion, we have not:

- 1.2.1 examined any other document relating to the Plan or the Plan Shares (including, without limitation, any document incorporated by reference in, or otherwise referred to in, the Form S-8); or

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- 1.2.2 undertaken any exercise that is not described in this opinion and, in particular, we have not conducted any searches or enquiries in relation to the Company at any public office or registry in Jersey.
- 1.3 In this opinion:
- 1.3.1 “ **non-assessable** ” means, in relation to any Plan Shares, that no further sum shall be payable by a holder of those Plan Shares in respect of the issue price of those Plan Shares pursuant to the Option made under the Plan; and
- 1.3.2 “ **Plan Shares** ” means ordinary shares of \$0.01 each in the capital of the Company which may be issued to the Option Holder (or to a nominee of the Option Holder) pursuant to, or in connection with, the Option made under the Plan.
- 1.4 In this opinion, headings are for convenience only and do not affect its interpretation.

2. **Assumptions**

In giving this opinion, we have assumed:

- 2.1 that the Plan has been, and will at all times be, operated in accordance with its terms;
- 2.2 that the Company’s board of directors (or a duly authorised committee or such persons as a duly authorised committee may appoint in accordance with the terms of the Plan):
- 2.2.1 have authorised the grant of the Option; and
- 2.2.2 will resolve to issue the Plan Shares in a manner consistent with their fiduciary duties and in accordance with the terms of the Plan and the Company’s articles of association;
- 2.3 that no allotment and issue of Plan Shares will result in the authorised share capital of the Company being exceeded;
- 2.4 that all Plan Shares will be, duly allotted and issued in accordance with the Company’s articles of association;
- 2.5 the authenticity, accuracy, completeness and conformity to original documents of all documents and certificates examined by us;
- 2.6 that all signatures purporting to be on behalf of (or to witness the execution on behalf of) the Company or any officer of the Company or of one of its subsidiaries are genuinely those of the persons whose signatures they purport to be;
- 2.7 that there is no provision of any law (other than Jersey law) that would affect anything in this opinion;
- 2.8 that the Company is solvent (meaning that the Company will be able to discharge its liabilities as they fall due) and will be solvent at all times as and when it issues any Plan Shares in accordance with the Plan; and

2.9 that no event occurs after today's date that would affect anything in this opinion.

3. **Opinion**

As a matter of Jersey law and based on, and subject to, the assumptions, limitations and the qualification set out in this opinion, we are of the opinion that:

3.1 in relation to any Plan Shares to be allotted and issued to the Option Holder (or to a nominee of the Option Holder) under the Plan in settlement of the Option, upon the:

3.1.1 receipt in full by the Company of all amounts payable by the Option Holder under the Plan in respect of such Option and/or such Plan Shares; and

3.1.2 entry of the name of the Option Holder (or the nominee of the Option Holder) as the holder of those Plan Shares in the Company's register of members,

those Plan Shares will be validly issued, fully paid and non-assessable.

4. **Qualification**

Our opinion is subject to any matter of fact not disclosed to us.

5. **Jersey Law**

This opinion is limited to matters of, and is interpreted in accordance with, Jersey law as at the date of this opinion. We express no opinion with respect to the laws of any other jurisdiction. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may come to our attention, or any changes in law which may occur, after the date of this opinion.

6. **Benefit of Opinion**

6.1 This opinion is only addressed to, and for the benefit of, the Company. It is given solely in connection with the issue of Plan Shares pursuant to the Plan. Save as set out in paragraph 6.2 below, this opinion may not, without our prior written consent, be transmitted or disclosed to any other person (including, without limitation, any Option Holder) or be relied upon for any other purpose whatsoever.

6.2 We consent to the disclosure of this opinion as an exhibit to the Form S-8 and its filing with the US Securities and Exchange Commission.

Yours faithfully,

/s/ Carey Olsen Jersey LLP

Carey Olsen Jersey 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 Nonqualified Stock Option Inducement Agreement dated January 7, 2019 of our reports dated February 21, 2019, with respect to the consolidated financial statements and schedule of Delphi Technologies PLC and the effectiveness of internal control over financial reporting of Delphi Technologies PLC included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan
May 2, 2019