As filed with the Securities and Exchange Commission on February 3, 2026

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FRANKLIN RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**13-2670991**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One Franklin Parkway **San Mateo, California**	**94403**
(Address of Principal Executive Offices)	(Zip Code)

FRANKLIN RESOURCES, INC. 1998 EMPLOYEE STOCK INVESTMENT PLAN
FRANKLIN RESOURCES, INC. 2002 UNIVERSAL STOCK INCENTIVE PLAN
(Full title of the plan)

Beth McAuley O'Malley
Assistant Secretary
One Franklin Parkway
San Mateo, California 94403
(Name and address of agent for service)

(650) 312-2000
(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, 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 ☒	Accelerated filer ☐
Non-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. ☐

EXPLANATORY NOTE

This registration statement on Form S-8 (the "Registration Statement") is filed by Franklin Resources, Inc. (the "Registrant") for the purpose of registering additional shares of its common stock, par value $0.10 per share (the "Common Stock"), under the Registrant's 1998 Employee Stock Investment Plan (as amended and restated, the "ESIP") and 2002 Universal Stock Incentive Plan (as amended and restated, the "USIP").

On December 17, 2025, the board of directors of the Registrant approved, subject to stockholder approval, the amendment and restatement of the ESIP to increase the number of shares of Common Stock available for delivery thereunder by 5,000,000 shares, which amendment and restatement was approved by the stockholders of the Registrant and made effective on February 3, 2026.

On December 17, 2025, the board of directors of the Registrant approved, subject to stockholder approval, the amendment and restatement of the USIP to increase the number of shares of Common Stock available for delivery thereunder by 25,000,000 shares, which amendment and restatement was approved by the stockholders of the Registrant and made effective on February 3, 2026.

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), the contents of the Registrant's registration statements on Form S-8 filed with the U.S. Securities and Exchange Commission (the "SEC") on March 18, 1998 (File No. 333-48171); December 31, 1998 (File No. 333-70035); July 21, 1999 (File No. 333-83377); October 22, 1999 (File No. 333-89517); March 27, 2001 (File No. 333-57682); October 29, 2002 (File No. 333-100801); March 17, 2003 (File No. 333-103869); May 31, 2007 (File No. 333-143402); May 4, 2011 (File No. 333-173905); July 28, 2020 (File No. 333-240145); March 19, 2021 (File No. 333-254488); and March 21, 2024 (File No. 333-278153), including any amendments thereto, are incorporated herein by reference and made part of this Registration Statement. Any items in such registration statements not expressly changed hereby shall be as set forth in such registration statements.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, previously filed by the Registrant with the SEC, are hereby incorporated by reference in this Registration Statement:

(a) The Registrant's annual report on Form 10-K for the fiscal year ended September 30, 2025, filed with the SEC on November 10, 2025;

(b) The Registrant's quarterly report on Form 10-Q for the fiscal quarter ended December 31, 2025, filed with the SEC on January 30, 2026;

(c) The Registrant's current reports on Form 8-K, filed by the Registrant with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the annual report on Form 10-K referred to in (a) above, including on December 15, 2025 and December 17, 2025 ; and

(d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A as filed with the SEC on November 6, 1986, including any amendment or report filed with the SEC for the purpose of updating that description, including Exhibit 4.16 to the Registrant's annual report on Form 10-K for the fiscal year ended September 30, 2020, filed with the SEC on November 23, 2020.

All documents subsequently filed with the SEC by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which de-registers 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 with the SEC. The Registrant's Exchange Act file number with the SEC is 001-09318. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K under the Exchange Act shall not be incorporated by reference into this Registration Statement.

Any statement contained in a document which is incorporated by reference in this Registration Statement will be deemed modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or incorporated by reference in this Registration Statement or in any document that the Registrant files after the date of this Registration Statement that also is incorporated by reference in this Registration Statement modifies or supersedes the prior statement. Any modified or superseded statement shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference in this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	Certificate of Incorporation of Registrant, as filed November 28, 1969, incorporated by reference to Exhibit (3)(i) to Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1994 (File No. 001-09318) (the "1994 Annual Report").
4.2	Certificate of Amendment of Certificate of Incorporation of Registrant, as filed March 1, 1985, incorporated by reference to Exhibit 3(ii) to the 1994 Annual Report.
4.3	Certificate of Amendment of Certificate of Incorporation of Registrant, as filed April 1, 1987, incorporated by reference to Exhibit 3(iii) to the 1994 Annual Report.
4.4	Certificate of Amendment of Certificate of Incorporation of Registrant, as filed February 2, 1994, incorporated by reference to Exhibit 3(iv) to the 1994 Annual Report.
4.5	Certificate of Amendment of Certificate of Incorporation of Registrant, as filed February 4, 2005, incorporated by reference to Exhibit (3)(i)(e) to Registrant's Quarterly Report on Form 10-Q for the period ended December 31, 2004 (File No. 001-09318).
4.6	Amended and Restated Bylaws of Registrant (as adopted and effective July 8, 2025), incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on July 9, 2025 (File No. 001-09318).
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference).
99.1	Franklin Resources, Inc. 1998 Employee Stock Investment Plan (as amended and restated effective as of February 3, 2026), incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement on Schedule 14A filed on December 22, 2025 (File No. 001-09318).
99.2	Franklin Resources, Inc. 2002 Universal Stock Incentive Plan (as amended and restated effective as of February 3, 2026), incorporated by reference to Appendix B to Registrant's Definitive Proxy Statement on Schedule 14A filed on December 22, 2025 (File No. 001-09318).
107	Filing Fee Table (filed herewith).

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 San Mateo, State of California, on this 3rd day of February, 2026.

FRANKLIN RESOURCES, INC.

By:	/s/ Jennifer M. Johnson
	Name: Jennifer M. Johnson
	Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jennifer M. Johnson, Thomas C. Merchant and Beth McAuley O'Malley and each of them individually, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their, his or her substitutes or substitute, 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 and on the dates indicated:

SIGNATURE	CAPACITY	DATE
/s/ Mariann Byerwalter Mariann Byerwalter	Director	February 3, 2026
/s/ Alexander S. Friedman Alexander S. Friedman	Director	February 3, 2026
/s/ Gregory E. Johnson Gregory E. Johnson	Director	February 3, 2026
/s/ Jennifer M. Johnson Jennifer M. Johnson	Chief Executive Officer and Director (Principal Executive Officer)	February 3, 2026
/s/ Rupert H. Johnson, Jr. Rupert H. Johnson, Jr.	Director	February 3, 2026
/s/ John Y. Kim John Y. Kim	Director	February 3, 2026
/s/ Karen M. King Karen M. King	Director	February 3, 2026
/s/ Matthew Nicholls Matthew Nicholls	Co-President, Chief Financial Officer and Chief Operating Officer (Principal Financial Officer)	February 3, 2026
/s/ Anthony J. Noto Anthony J. Noto	Director	February 3, 2026
/s/ Lindsey H. Oshita Lindsey H. Oshita	Chief Accounting Officer (Principal Accounting Officer)	February 3, 2026
/s/ John W. Thiel John W. Thiel	Director	February 3, 2026
/s/ Seth H. Waugh Seth H. Waugh	Director	February 3, 2026
/s/ Geoffrey Y. Yang Geoffrey Y. Yang	Director	February 3, 2026

Exhibit 5.1

Skadden, Arps, Slate, Meagher & Flom llp
ONE MANHATTAN WEST
NEW YORK, NY 10001

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TORONTO

February 3, 2026

Franklin Resources, Inc.
One Franklin Parkway
San Mateo, California 94403

Re: Franklin Resources, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to Franklin Resources, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (together with the exhibits thereto, the "Registration Statement") to be filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Securities Act"), relating to the registration of 30,000,000 shares (the "Shares") of the Company's Common Stock, par value $0.10 per share (the "Common Stock"), available for future issuance under the under the 1998 Employee Stock Investment Plan (as amended and restated, the "ESIP") and 2002 Universal Stock Incentive Plan (as amended and restated, the "USIP," and together with the ESIP, the "Plans").

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations of the Commission promulgated under the Securities Act (the "Rules and Regulations").

In rendering the opinion stated herein, we have examined and relied upon the following:

(a) the Registration Statement in the form to be filed with the Commission on the date hereof;

(b) the Plans;

(c) an executed copy of a certificate of Beth McAuley O'Malley, Assistant Secretary, dated the date hereof (the "Secretary's Certificate");

(d) a copy of the Company's Certificate of Incorporation, as amended (the "Certificate of Incorporation"), certified by the Secretary of State of the State of Delaware as of February 3, 2026, and certified pursuant to the Secretary's Certificate as being in effect on the date of the resolutions referred to below and as of the date hereof;

(e) a copy of the Company's Amended and Restated Bylaws (the "Amended and Restated Bylaws") certified pursuant to the Secretary's Certificate as being in effect on the date of the resolutions referred to below and as of the date hereof; and

(f) copies of certain resolutions of the Board of Directors of the Company relating to the approval of the Plans and certain related matters and certified pursuant to the Secretary's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below, including the facts and conclusions set forth in the Secretary's Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Company's Certificate of Incorporation and the Secretary's Certificate.

In rendering the opinion set forth below, we have also assumed that (i) the Shares will be issued in book-entry form and an appropriate account statement evidencing the Shares credited to a recipient's account maintained with the Company's transfer agent and registrar will be issued by the Company's transfer agent and registrar, (ii) each award agreement under which options, stock appreciation rights, restricted stock, restricted stock units, stock bonuses, other stock-based awards and certain other awards are granted pursuant to the Plans will be consistent with the Plans and will be duly authorized, executed and delivered by the parties thereto, and (iii) the Company's issuance of the Shares does not and will not (a) except to the extent expressly stated in the opinions contained herein, violate any statute to which the Company or such issuance is subject, or (b) constitute a violation of, or a breach under, or require the consent or approval of any other person under, any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Certificate of Incorporation and the Amended and Restated Bylaws although we have assumed compliance with any covenant, restriction or provision with respect to financial ratios or tests or any aspect of the financial condition or results of operations of the Company contained in such instruments) and that the Company will continue to have sufficient authorized shares of Common Stock, and (iv) the Company's authorized capital stock is as set forth in the Certificate of Incorporation and we have relied solely on the certified copy thereof issued by the Secretary of State of the State of Delaware and have not made any other inquiries or investigations.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when the Shares are issued to the Plans participants in accordance with the terms and conditions of the Plans and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations. This opinion letter is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

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 Franklin Resources, Inc. of our report dated November 10, 2025, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Franklin Resources, Inc.’s Annual Report on Form 10-K for the year ended September 30, 2025.

/s/ PricewaterhouseCoopers LLP
San Francisco, California
February 3, 2026

Exhibit 107

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Franklin Resources, Inc.
(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(2)	Proposed Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value $0.10 per share, to be issued under the Franklin Resources, Inc. 1998 Employee Stock Investment Plan, as amended and restated effective February 3, 2026, and the Franklin Resources, Inc. 2002 Universal Stock Incentive Plan, as amended and restated effective February 3, 2026	457(a)	30,000,000 (3)	$25.63	$768,900,000	0.00013810	$106,185.09
			Total Offering Amounts		$768,900,000		$106,185.09
			Total Fee Offsets				$0.00
			Net Fee Due				$106,185.09

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers additional shares of our Common Stock that become issuable in respect of such securities by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of our Common Stock as reported on the New York Stock Exchange on January 28, 2026.

(3) Represents an additional 5,000,000 shares of the registrant's Common Stock reserved for issuance under the Franklin Resources Inc. 1998 Employee Stock Investment Plan, as amended and restated effective February 3, 2026, and an additional 25,000,000 shares of the registrant's Common Stock reserved for issuance under the Franklin Resources, Inc. 2002 Universal Stock Incentive Plan, as amended and restated effective February 3, 2026.