

As filed with the Securities and Exchange Commission on June 26, 2023

Registration No. 333-

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**C.H. Robinson Worldwide, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**41-1883630**  
(IRS Employer Identification No.)

**14701 Charlson Road  
Eden Prairie, Minnesota 55347**  
(Address, including zip code, of Principal Executive Offices)

**Senior Leader Performance Stock Unit Award (Inducement Grant)  
Senior Leader Restricted Stock Unit Award (Inducement Grant)  
EPS Growth Performance Stock Unit Award (Inducement Grant)  
Make-Whole Restricted Stock Unit Award (Inducement Grant)**  
(Full title of the plans)

**Ben G. Campbell  
Chief Legal Officer and Secretary  
14701 Charlson Road  
Eden Prairie, Minnesota 55347  
952-937-8500**

(Name, address and 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 ☒  
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. ☐

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## EXPLANATORY NOTE

As previously disclosed on a Current Report on Form 8-K filed with the Securities and Exchange Commission (the “Commission”) on June 6, 2023, David Bozeman was appointed as President and Chief Executive Officer of C.H. Robinson Worldwide, Inc. (the “Company” or the “Registrant”), effective June 26, 2023. In connection with Mr. Bozeman’s appointment, this Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an aggregate of 255,174 shares of the Registrant’s Common Stock issuable upon (i) the vesting of a maximum of 43,148 performance stock units granted to Mr. Bozeman pursuant to a Senior Leader Performance Stock Unit Award (Inducement Grant), (ii) the vesting of 14,383 restricted stock units granted to Mr. Bozeman pursuant to a Senior Leader Restricted Stock Unit Award (Inducement Grant), (iii) the vesting of 69,442 performance stock units granted to Mr. Bozeman pursuant to an EPS Growth Performance Stock Unit Award (Inducement Grant) and (iv) the vesting of 128,201 restricted stock units granted to Mr. Bozeman pursuant to a Make-Whole Restricted Stock Unit Award (Inducement Grant) (collectively, the “Inducement Award Agreements”), entered into on June 26, 2023.

### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission are incorporated by reference into this Registration Statement:

(a) The Company’s annual report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on February 17, 2023 (the “2022 Form 10-K”), and portions of the Company’s [definitive proxy statement on Schedule 14A](#) for its 2023 annual meeting of shareholders, filed with the Commission on March 21, 2023, that were specifically incorporated by reference into the 2022 Form 10-K;

(b) The Company’s quarterly report on [Form 10-Q](#) for the fiscal quarter ended March 31, 2023, filed with the Commission on April 28, 2023;

(c) The Company’s current reports on Form 8-K filed with the Commission on [January 3, 2023](#), [January 6, 2023](#), [May 8, 2023](#), and [June 6, 2023](#); and

(d) The description of the Company’s capital stock contained in [Exhibit 4.1](#) to the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on February 19, 2020.

All other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (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 a part hereof from the date of the filing of such documents.

Notwithstanding the foregoing provisions of this Item 3, no document, or portion of or exhibit to a document, that is “furnished” to (rather than “filed” with) the Commission shall be incorporated or deemed to be incorporated by reference in this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

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**Item 6. Indemnification of Directors and Officers.**

The Certificate of Incorporation of the Registrant provides that a director of the Registrant shall not be personally liable to the Registrant or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law ("DGCL"), or (iv) for any transaction from which the director derived any improper personal benefit.

The Certificate of Incorporation of the Registrant also provides that to the full extent permitted by law, the Registrant shall indemnify and advance expenses to any person who is or was a director or officer of the Registrant, and may, but shall not be obligated to, indemnify and advance expenses to any employee or agent of the Registrant, and shall or may, as applicable, indemnify any person serving at the request of the Registrant as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, against liabilities which may be incurred by such person by reason of (or arising in part from) such capacity.

The Certificate of Incorporation of the Registrant further provides that its directors are not personally liable for breaches of fiduciary duties to the fullest extent permitted by the DGCL. These limitations of liability do not apply to liabilities arising under federal securities laws and do not affect the availability of equitable remedies such as injunctive relief or rescission.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duties as a director, except for liability for any:

- breach of a director's duty of loyalty to the corporation or its shareholders;
- act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or redemption of shares; or
- transaction from which the director derives an improper personal benefit.

Section 145 of the DGCL authorizes the indemnification of directors and officers against liability incurred by reason of being a director or officer and against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any action, suit, or proceeding seeking to establish such liability, in the case of third-party claims, if the officer or director acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and in the case of actions by or in the right of the corporation, if the officer or director acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and if such officer or director shall not have been adjudged liable to the corporation, unless, despite the adjudication of liability, a court otherwise determines. Indemnification also is authorized with respect to any criminal action or proceeding where, in addition to the above, the officer or director has no reasonable cause to believe his or her conduct was unlawful.

The Registrant also maintains a director and officer insurance policy to cover the Registrant, its directors, and its officers against certain liabilities.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

**Item 9. Undertakings.**

1. The undersigned Registrant hereby undertakes:

(a) 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

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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% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however,* that paragraphs (a)(i) and (a)(ii) 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 herein.

(b) 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.

(c) 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.

2. 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 herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. 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.

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## Exhibit Index

Exhibit Number	Description
4.1	<a href="#">Certificate of Incorporation of the Company (as amended on May 19, 2012, and incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed May 15, 2012).</a>
4.2	<a href="#">Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on November 23, 2022).</a>
5.1*	<a href="#">Opinion of Faegre Drinker Biddle &amp; Reath LLP.</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP, Independent Registered Accounting Firm.</a>
23.2	<a href="#">Consent of Faegre Drinker Biddle &amp; Reath LLP (included in Exhibit 5.1 to this Registration Statement).</a>
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>
99.1	<a href="#">Senior Leader Performance Stock Unit Award Grant Notice (Inducement Grant), between David Bozeman and the Company dated June 26, 2023 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2023).</a>
99.2	<a href="#">Senior Leader Restricted Stock Unit Award Grant Notice (Inducement Grant), between David Bozeman and the Company dated June 26, 2023 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2023).</a>
99.3	<a href="#">EPS Growth Performance Stock Unit Award Grant Notice (Inducement Grant), between David Bozeman and the Company dated June 26, 2023 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2023).</a>
99.4	<a href="#">Make-Whole Restricted Stock Unit Award Grant Notice (Inducement Grant), between David Bozeman and the Company dated June 26, 2023 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2023).</a>
107	<a href="#">Filing Fee Table.</a>

\* Filed herewith.

## 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 Eden Prairie, State of Minnesota, on June 26, 2023.

C.H. ROBINSON WORLDWIDE, INC.

By: /s/ Ben G. Campbell  
Ben G. Campbell  
Chief Legal Officer and Secretary

### **SIGNATURES AND POWER OF ATTORNEY**

We, the undersigned officers and directors of C.H. Robinson Worldwide, Inc., hereby severally constitute and appoint Scott P. Anderson and Ben G. Campbell, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), 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, and each of them, 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 full 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 or his 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, representing a majority of the Board of Directors, in the capacities and on the dates indicated.

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Signature	Title	Date
<u>/s/ David P. Bozeman</u> David P. Bozeman	President and Chief Executive Officer and Director (Principal Executive Officer)	June 26, 2023
<u>/s/ Michael P. Zechmeister</u> Michael P. Zechmeister	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 26, 2023
<u>/s/ Jodee A. Kozlak</u> Jodee A. Kozlak	Chair of the Board	June 22, 2023
<u>/s/ Scott P. Anderson</u> Scott P. Anderson	Director	June 22, 2023
<u>/s/ Kermit R. Crawford</u> Kermit R. Crawford	Director	June 20, 2023
<u>/s/ Timothy C. Gokey</u> Timothy C. Gokey	Director	June 22, 2023
<u>/s/ Mark A. Goodburn</u> Mark A. Goodburn	Director	June 25, 2023
<u>/s/ Mary J. Steele Guilfoile</u> Mary J. Steele Guilfoile	Director	June 20, 2023
<u>/s/ Henry J. Maier</u> Henry J. Maier	Director	June 20, 2023
<u>/s/ James B. Stake</u> James B. Stake	Director	June 20, 2023
<u>/s/ Paula C. Tolliver</u> Paula C. Tolliver	Director	June 20, 2023

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**C.H. Robinson Worldwide, 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)(2)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.10 per share	457(c) and 457(h)	255,174	\$91.11(3)	\$23,248,903.14	0.00011020	\$2,562.03
Total Offering Amounts					\$23,248,903.14		\$2,562.03
Total Fee Offsets							\$—
Net Fee Due							\$2,562.03

- (1) The number of shares of common stock, par value \$0.10 per share (“Common Stock”), registered represents an aggregate of 255,174 shares of Common Stock, issuable upon (a) the vesting of a maximum of 43,148 performance stock units granted to Mr. Bozeman pursuant to a Senior Leader Performance Stock Unit Award (Inducement Grant), (b) the vesting of 14,383 restricted stock units granted to Mr. Bozeman pursuant to a Senior Leader Restricted Stock Unit Award (Inducement Grant), (c) the vesting of 69,442 performance stock units granted to Mr. Bozeman pursuant to an EPS Growth Performance Stock Unit Award (Inducement Grant) and (d) the vesting of 128,201 restricted stock units granted to Mr. Bozeman pursuant to a Make-Whole Restricted Stock Unit Award (Inducement Grant) (collectively, the “Inducement Award Agreements”), each under Nasdaq Listing Rule 5635(c)(4).
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Inducement Award Agreements by reason of any stock split, stock dividend or other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of outstanding Common Stock.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is calculated on the basis of \$91.11, the average of the high and low price of the Registrant’s Common Stock as reported on the Nasdaq Stock Market on June 23, 2023, which is within five business days prior to filing of this Registration Statement.



**Exhibit 5.1**

**Faegre Drinker Biddle & Reath LLP**  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402  
+1 612 766 7000 main  
+1 612 766 1600 fax

June 26, 2023

C.H. Robinson Worldwide, Inc.  
14701 Charlson Road  
Eden Prairie, Minnesota 55347

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to C.H. Robinson Worldwide, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of the Company’s Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), registering the offer and sale of up to 255,174 shares of the Company’s Common Stock, par value \$0.10 per share (the “Shares”), issuable upon (i) the vesting of a maximum of 43,148 performance stock units granted to David Bozeman, the Company’s President and Chief Executive Officer, pursuant to a Senior Leader Performance Stock Unit Award (Inducement Grant), (ii) the vesting of 14,383 restricted stock units granted to Mr. Bozeman pursuant to a Senior Leader Restricted Stock Unit Award (Inducement Grant), (iii) the vesting of 69,442 performance stock units granted to Mr. Bozeman pursuant to an EPS Growth Performance Stock Unit Award (Inducement Grant) and (iv) the vesting of 128,201 restricted stock units granted to Mr. Bozeman pursuant to a Make-Whole Restricted Stock Unit Award (Inducement Grant) (collectively, the “Inducement Award Agreements”).

For purposes of this opinion letter, we have examined the Inducement Award Agreements, the Registration Statement, the amended and restated certificate of incorporation, as currently in effect, and the amended and restated bylaws, as currently in effect, of the Company, the resolutions of the Company’s board of directors authorizing the issuance of the Shares and such corporate and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of statutes as we have deemed relevant and necessary in connection with the opinions hereinafter expressed. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, of officers and representatives of the Company and of others, without any independent verification thereof.

In our examination, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based on and subject to the foregoing and to the other qualifications, assumptions and limitations set forth herein, we are of the opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the Inducement Award Agreements and that, when the Shares have been issued and sold as contemplated in the Registration Statement and related prospectus and in accordance with the Inducement Award Agreements, the Shares will be validly issued, fully paid and nonassessable.

We are admitted to the practice of law in the State of Minnesota.

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This opinion speaks only as of the date the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion thereafter. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

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

Yours very truly,

FAEGRE DRINKER BIDDLE & REATH LLP

By: /s/ Amy C. Seidel  
Amy C. Seidel

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 17, 2023, relating to the financial statements of C.H. Robinson Worldwide, Inc. and the effectiveness of C.H. Robinson Worldwide, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of C.H. Robinson Worldwide, Inc. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP  
Minneapolis, Minnesota  
June 26, 2023