

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)

14701 Charlson Road
Eden Prairie, Minnesota
(Address of Principal Executive Offices)

41-1883630
(I.R.S. Employer
Identification No.)

55347
(Zip Code)

C.H. Robinson Worldwide, Inc. 2013 Equity Incentive Plan
(Full Title of the Plan)

Ben G. Campbell
Chief Legal Officer and Secretary
C.H. Robinson Worldwide, Inc.
14701 Charlson Road
Eden Prairie, Minnesota 55347
(Name and Address of Agent for Service)

Telephone number, including area code, of agent for service: (952) 937-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer



Accelerated Filer ☐

Non-accelerated Filer



Smaller Reporting Company ☐

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 (2)
Common Stock, \$.10 par value (3)	6,000,000	\$68.27	\$409,620,000	\$41,248.73

- (1) This registration statement also will cover an undeterminate number of additional shares of common stock, par value \$.10 per share (the “Common Stock”), that may be issued pursuant to the provisions of the C.H. Robinson Worldwide, Inc. 2013 Equity Incentive Plan (as amended and restated, the “2013 Plan”) as a result of any future stock split, stock dividend or similar adjustment of Common Stock in accordance with Rule 416 under the Securities Act of 1933, as amended (the “Act”).
 - (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Act based on the average of the high and low sale prices per share of the Registrant’s Common Stock as quoted on the NASDAQ National Market on September 21, 2016.
 - (3) Includes corresponding rights to acquire C.H. Robinson Worldwide, Inc. preferred stock pursuant to the Amended and Restated Rights Agreement between the Company and Wells Fargo Bank, National Association.
-
-
-

C.H. ROBINSON WORLDWIDE, INC.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8 under the Act, this Registration Statement is filed to register 6,000,000 additional shares of the Common Stock of C.H. Robinson Worldwide, Inc., a Delaware corporation (the “Company”), reserved for issuance for all awards granted under the C.H. Robinson Worldwide, Inc. 2013 Equity Incentive Plan (as amended and restated, the “2013 Plan”).

An aggregate of 7,099,402 shares of the Company’s Common Stock under the 2013 Plan was previously registered pursuant to a Registration Statement on Form S-8 (No. 333-191235) filed with the Securities and Exchange Commission on September 18, 2013. Such Registration Statement is currently effective and the contents thereof are incorporated herein by reference except to the extent that such content is superseded by the items appearing below.s

PART II

**INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT**

Item 5. Interests of Named Experts and Counsel.

Faegre Baker Daniels LLP has given an opinion on the validity of the shares of Common Stock being registered by this Registration Statement. Faegre Baker Daniels LLP does not have an interest in the Company of the type specified in Item 509 of Regulation S-K.

Item 8. Exhibits.

- 4.1 Certificate of Incorporation of the Company (as amended on May 15, 2012 and incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed May 15, 2012)
- 4.2 Bylaws of the Company (Incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form S-1 filed on August 15, 1997, Registration No. 333-33731)
- 4.3 Amended and Restated Rights Agreement between the Company and Wells Fargo Bank, National Association (Incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K, filed September 10, 2007, file no. 000-23189)
- 5.1 Opinion of Faegre Baker Daniels LLP, counsel for the Company
- 23.1 Consent of Faegre Baker Daniels LLP (contained in Exhibit 5.1 to this Registration Statement)
- 23.2 Consent of Independent Registered Public Accounting Firm (Deloitte & Touche LLP)
- 24.1 Powers of Attorney
- 99.1 C.H. Robinson Worldwide, Inc. 2013 Equity Incentive Plan (incorporated by reference to Appendix A to the Company’s Proxy Statement for the 2016 Annual Meeting of the Stockholders filed April 1, 2016, as amended and restated, effective May 12, 2016)

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 September 28, 2016.

C.H. ROBINSON WORLDWIDE, INC.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below on September 28, 2016 by the following persons in the capacities indicated:

Signature	Title
*	Chief Executive Officer, President, and Chairman of the Board (Principal Executive Officer)
John P. Wiehoff	
*	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Andrew C. Clarke	
*	Director
Scott P. Anderson	
*	Director
Robert Ezrilov	
*	Director
Wayne M. Fortun	
*	Director
Mary J. Steele Guilfoile	
*	Director
Jodee Kozlak	
*	Director
Brian P. Short	
*	Director
James B. Stake	

*By: /s/ BEN G. CAMPBELL
Ben G. Campbell
Attorney-in-Fact

INDEX TO EXHIBITS

No.	Description	Manner of Filing
4.1	Certificate of Incorporation of the Company (as amended on May 15, 2012)	Incorporated by Reference
4.2	By-Laws of the Company	Incorporated by Reference
4.3	Amended and Restated Rights Agreement between the Company and Wells Fargo Bank, National Association	Incorporated by Reference
5.1	Opinion of Faegre Baker Daniels LLP, counsel for the Registrant	Filed Electronically
23.1	Consent of Faegre Baker Daniels LLP	Contained in Exhibit 5.1 to this Registration Statement
23.2	Consent of Independent Registered Public Accounting Firm (Deloitte & Touche LLP)	Filed Electronically
24.1	Powers of Attorney	Filed Electronically
99.1	C.H. Robinson Worldwide, Inc. 2013 Equity Incentive Plan, as amended and restated	Incorporated by Reference

Faegre Baker Daniels LLP
90 South Seventh Street
Minneapolis, Minnesota 55402
Telephone (612) 766-7000
Facsimile (612) 766-1600

September 28, 2016

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

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “*Registration Statement*”), relating to the offering of up to 6,000,000 additional shares of Common Stock, par value \$.10 per share (the “*Shares*”), of C.H. Robinson Worldwide, Inc., a Delaware corporation (the “*Company*”), pursuant to the Company’s 2013 Equity Incentive Plan (as amended and restated May 12, 2016), we have examined such corporate records and other documents, including the Registration Statement, and have reviewed such matters of law as we have deemed relevant hereto, and, based upon such examination and review, it is our opinion that all necessary corporation action on the part of the Company has been taken to authorize the issuance and sale of the Shares and that, when issued and sold as contemplated in the Registration Statement, the Shares will be legally and validly issued, fully paid and nonassessable under the current laws of the State of Delaware.

The foregoing opinions are limited to the General Corporation Law of the State of Delaware. While we are not licensed to practice law in the State of Delaware, we have reviewed applicable provisions of the Delaware General Corporation Law as we have deemed appropriate in connection with this opinion.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,
FAEGRE BAKER DANIELS LLP

By: /s/ DOUGLAS P. LONG
Douglas P. Long
Partner

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 29, 2016, relating to the consolidated financial statements and financial statement schedule of C.H. Robinson Worldwide, Inc. and subsidiaries, and the effectiveness of C.H. Robinson Worldwide, Inc. and subsidiaries' 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, 2015 and incorporated by reference in Registration Statement No 333-191235 on Form S-8.

/s/ Deloitte & Touche LLP
Minneapolis, Minnesota
September 28, 2016

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Ben G. Campbell and Troy Renner, and each of them, the undersigned's true and lawful attorneys-in-fact and agents, each acting alone, with the powers of substitution and revocation, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8, and any and all amendments (including post-effective amendments) thereto, relating to the offering of additional shares of common stock of C.H. Robinson Worldwide, Inc. pursuant to the 2013 Equity Incentive Plan, as amended, to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such 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 fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that such 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.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of this 28th day of September, 2016, by the following persons:

Name	Title
<div data-bbox="35 184 766 241">/s/ John P. Wiehoff</div> <div data-bbox="35 241 766 279">John P. Wiehoff</div>	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
<div data-bbox="35 325 766 382">/s/ Andrew C. Clarke</div> <div data-bbox="35 382 766 420">Andrew C. Clarke</div>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<div data-bbox="35 466 766 504">/s/ Scott P. Anderson</div> <div data-bbox="35 504 766 537">Scott P. Anderson</div>	Director
<div data-bbox="35 583 766 621">/s/ Robert Ezrilov</div> <div data-bbox="35 621 766 655">Robert Ezrilov</div>	Director
<div data-bbox="35 701 766 739">/s/ Wayne M. Fortun</div> <div data-bbox="35 739 766 772">Wayne M. Fortun</div>	Director
<div data-bbox="35 819 766 856">/s/ Mary J. Steele Guilfoile</div> <div data-bbox="35 856 766 890">Mary J. Steele Guilfoile</div>	Director
<div data-bbox="35 936 766 974">/s/ Jodee Kozlak</div> <div data-bbox="35 974 766 1008">Jodee Kozlak</div>	Director
<div data-bbox="35 1054 766 1092">/s/ Brian P. Short</div> <div data-bbox="35 1092 766 1125">Brian P. Short</div>	Director
<div data-bbox="35 1171 766 1209">/s/ James B. Stake</div> <div data-bbox="35 1209 766 1243">James B. Stake</div>	Director