
**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
(I.R.S. Employer
Identification No.)

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

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, 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Emerging Growth Company	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>		

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 (2)
Common Stock, \$.10 par value	4,000,000	\$81.03	\$324,120,000	\$39,283.35

- (1) This registration statement also will cover an indeterminate 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 Stock Market on August 5, 2019.
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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 4,000,000 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 was previously registered for issuance under the 2013 Plan pursuant to a Registration Statement on Form S-8 (No. 333-191235) filed with the Securities and Exchange Commission (the “Commission”) on September 18, 2013 and an additional 6,000,000 shares of the Company’s Common Stock were previously registered for issuance under the 2013 Plan pursuant to a Registration Statement on Form S-8 (No. 333-213836) filed with the Commission on September 28, 2016. Such Registration Statements are 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.

PART II

**INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The following documents previously filed (File No. 000-23189) with the Commission pursuant to the Securities Exchange Act of 1934 (the “Exchange Act”) are, as of their respective dates, incorporated by reference in this registration statement:

- (a) The Annual Report on Form 10-K of the Company for the fiscal year ended [December 31, 2018](#) (which incorporates by reference certain portions of the Company’s definitive proxy statement for the Company’s 2019 Annual Meeting of Shareholders);
- (b) The Quarterly Reports on Form 10-Q of the Company for the quarters ended [March 31, 2019](#) and [June 30, 2019](#);
- (c) The Current Reports on Form 8-K of the Company filed [February 11, 2019](#), [March 21, 2019](#), [April 1, 2019](#) (Item 5.02 only), [May 14, 2019](#) and [June 6, 2019](#); and
- (d) The description of the Company’s Common Stock contained in the registration statement on Form 8-A filed on [October 9, 1997](#), and all amendments and reports filed for the purpose of updating such description.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date of this registration statement and before the filing of a post-effective amendment (other than information deemed to have been “furnished” rather than “filed” in accordance with the Commission’s rules) that indicates that all shares of Common Stock offered have been sold, or that deregisters all shares of Common Stock then remaining unsold, shall be deemed to be incorporated by reference in, and to be a part of, this registration statement from the date of filing of those 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 or incorporated herein by reference or in any other subsequently filed document that is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any 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.

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 [Amended and Restated Bylaws of the Company \(incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K on August 10, 2018\)](#)
- 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 Deloitte & Touche LLP](#)
- 24.1 [Powers of Attorney](#)
- 99.1 [C.H. Robinson Worldwide, Inc. 2013 Equity Incentive Plan \(as amended and restated as of May 9, 2019 and incorporated by reference to Appendix A to the Company's Proxy Statement for the 2019 Annual Meeting of the Shareholders filed March 29, 2019\)](#)

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 August 8, 2019.

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 August 8, 2019 by the following persons in the capacities indicated:

Signature	Title
* Robert C. Biesterfeld, Jr.	Chief Executive Officer and Director (Principal Executive Officer)
* Scott S. Hagen	Interim Chief Financial Officer and Corporate Controller (Principal Financial Officer and Principal Accounting Officer)
* Scott P. Anderson	Director
* Wayne M. Fortun	Director
* Timothy C. Gokey	Director
* Mary J. Steele Guilfoile	Director
* Jodee Kozlak	Director
* Brian P. Short	Director
* James B. Stake	Director
* Paula Tolliver	Chairman of the Board
* John P. Wiehoff	

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

Faegre Baker Daniels LLP
2200 Wells Fargo Center, 90 South Seventh Street
Minneapolis, Minnesota 55402-3901
Phone +1 612 766 7000
Fax +1 612 766 1600

August 8, 2019

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 4,000,000 additional shares of the Company's common stock, par value \$0.10 per share (the "Shares"), pursuant to the C.H. Robinson Worldwide, Inc. 2013 Equity Incentive Plan (as amended and restated, the "Plan").

For purposes of this opinion letter, we have examined the Plan, the Registration Statement, the 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 Plan and that, when (a) the Shares have been issued and sold as contemplated in the Registration Statement and related prospectus and in accordance with the Plan, and (b) the

consideration for the Shares specified in the Plan has been received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We are admitted to the practice of law in the State of Minnesota. We express no opinion as to the effect of any laws other than the laws of the State of Minnesota, the Delaware General Corporation Law and the federal laws of the United States, each as in effect on the date hereof.

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 BAKER DANIELS 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 report relating to the financial statements and financial statement schedule of C.H. Robinson Worldwide, Inc., and the effectiveness of C.H. Robinson Worldwide, Inc.'s internal control over financial reporting dated February 25, 2019, appearing in the Annual Report on Form 10-K of C.H. Robinson Worldwide, Inc. for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP
Minneapolis, Minnesota
August 8, 2019

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert C. Biesterfeld, Jr. and Ben G. Campbell, 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 and restated, 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 8th day of August 2019, by the following persons:

Signature	Title
/s/ Robert C. Biesterfeld, Jr. Robert C. Biesterfeld, Jr.	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Scott S. Hagen Scott S. Hagen	Interim Chief Financial Officer and Corporate Controller (Principal Financial and Accounting Officer)
/s/ Scott P. Anderson Scott P. Anderson	Director
/s/ Wayne M. Fortun Wayne M. Fortun	Director
/s/ Timothy C. Gokey Timothy C. Gokey	Director
/s/ Mary J. Steele Guilfoile Mary J. Steele Guilfoile	Director
/s/ Jodee Kozlak Jodee Kozlak	Director
/s/ Brian P. Short Brian P. Short	Director
/s/ James B. Stake James B. Stake	Director
/s/ Paula Tolliver Paula Tolliver	Director
/s/ John P. Wiehoff John P. Wiehoff	Chairman of the Board