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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Compass Minerals International, Inc.

(Exact name of registrant as specified in its charter)

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

36-3972986
*(I.R.S. Employer
Identification Number)*

**9900 West 109th Street
Suite 100
Overland Park, KS 66210**
(Address of Principal Executive Offices) (Zip Code)

COMPASS MINERALS INTERNATIONAL, INC. 2020 INCENTIVE AWARD PLAN

(Full title of the plan)

**JEFFREY CATHEY
CHIEF FINANCIAL OFFICER
COMPASS MINERALS INTERNATIONAL, INC.
9900 WEST 109TH STREET, SUITE 100
OVERLAND PARK, KS 66210**
(Name and address of agent for service)

(913) 344-9200
(Telephone number, including area code, of agent for service)

Copies to:

**BRADD WILLIAMSON
LATHAM & WATKINS LLP
1271 Avenue of the Americas
New York, New York 10020
(212) 906-1200**

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 type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 3,000,000 shares of common stock of Compass Minerals International, Inc. (the “Company”) issuable under the Compass Minerals International, Inc. 2020 Incentive Award Plan (as amended to date, the “2020 Plan”) as a result of the second amendment to the 2020 Plan, which was approved by the Company’s stockholders at the Company’s annual meeting of stockholders held on March 5, 2024. A Registration Statement on Form S-8 relating to the 2020 Plan is effective.

Incorporation of Documents by Reference.

Except as set forth below, pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Commission (File Nos. 333-238252 and 333-265569), including any amendments thereto, relating to the 2020 Plan, are each incorporated by reference herein.

Item 8. Exhibits.

The Exhibits listed on the accompanying Index to Exhibits are filed as part hereof, or incorporated by reference into, this Registration Statement. See Exhibit Index below.

| Exhibit No. | Exhibit Description |
|--------------------|--|
| 4.1 | Amended and Restated Certificate of Incorporation of Compass Minerals International, Inc. (incorporated herein by reference to Exhibit 3.1 to Compass Minerals International, Inc.'s Current Report on Form 8-K filed on May 19, 2020). |
| 4.2 | By-laws of Compass Minerals International, Inc., amended and restated as of May 16, 2024 (incorporated herein by reference to Exhibit 3.2 to Compass Minerals International, Inc.'s Current Report on Form 8-K filed on May 17, 2024). |
| 5.1* | Opinion of Latham & Watkins LLP. |
| 23.1* | Consent of Ernst & Young LLP as to Compass Minerals International, Inc. |
| 23.2* | Consent of Latham & Watkins LLP (included in Exhibit 5.1). |
| 24.1* | Power of Attorney (included on the signature page hereto). |
| 99.1 | Compass Minerals International, Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 99.1 to Compass Minerals International, Inc.'s Registration Statement on Form S-8, File No. 333-23852, filed on May 14, 2020). |
| 99.2 | First Amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan. (incorporated by reference to Exhibit 10.1 to Compass Minerals International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2022). |
| 99.3* | Second Amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan. |
| 99.4 | 2020 Form of Non-Employee Director Award Grant Notice (DSUs) (incorporated by reference to Exhibit 10.2 to Compass Minerals International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2020). |
| 99.5 | 2020 Form of Non-Employee Director Award Grant Notice (RSUs) (incorporated by reference to Exhibit 10.3 to Compass Minerals International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2020). |
| 99.6 | 2020 Form of Stock Option Grant Notice (incorporated by reference to Exhibit 10.5 to Compass Minerals International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2020). |
| 99.7 | 2020 Form of Restricted Stock Unit Grant Notice (incorporated by reference to Exhibit 10.6 to Compass Minerals International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2020). |
| 99.8 | 2021 Form of Restricted Stock Unit Grant Notice (incorporated by reference to Exhibit 10.1 to Compass Minerals International, Inc.'s Current Report on Form 8-K filed on January 5, 2021). |
| 99.9 | 2020 Form of Performance Stock Unit Grant Notice (rTSR) (incorporated by reference to Exhibit 10.7 to Compass Minerals International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 20, 2020). |
| 99.10 | Fiscal 2022 Form of Performance Stock Unit Grant Notice (rTSR) (incorporated by reference to Exhibit 10.42 to the Company's Transition Report on Form 10-KT for the transition period ended September 30, 2021). |
| 99.11 | 2021 Form of Performance Stock Unit Grant Notice (EBITDA Growth) (incorporated by reference to Exhibit 10.2 to Compass Minerals International, Inc.'s Current Report on Form 8-K filed on January 5, 2021). |
| 107.1* | Filing Fee Table |

* Filed herewith

POWER OF ATTORNEY

Each of the undersigned officers and directors of Compass Minerals International, Inc. hereby constitutes and appoints Edward C. Dowling, Jr., Jeffrey Cathey, and Ashley Ward, and each of them any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and 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, each acting alone, full power and authority to do and perform each and every act and thing necessary or advisable to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, each acting alone, or such person's substitute or substitutes, lawfully may 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 in the capacities indicated on November 13, 2024.

| Signature | Capacity |
|---|--|
| <u>/s/ Edward C. Dowling, Jr.</u> Edward C. Dowling, Jr. | President, Chief Executive Officer and Director (Principal Executive Officer) |
| <u>/s/ Jeffrey Cathey</u> Jeffrey Cathey | Chief Financial Officer (Principal Financial Officer) |
| <u>/s/ Ashley Ward</u> Ashley Ward | Vice President and Corporate Controller (Principal Accounting Officer) |
| <u>/s/ Richard P. Dealy</u> Richard P. Dealy | Director |
| <u>/s/ Vance O. Holtzman</u> Vance O. Holtzman | Director |
| <u>/s/ Gareth T. Joyce</u> Gareth T. Joyce | Director |
| <u>/s/ Melissa M. Miller</u> Melissa M. Miller | Director |
| <u>/s/ Joseph E. Reece</u> Joseph E. Reece | Director |
| <u>/s/ Shane T. Wagnon</u> Shane T. Wagnon | Director |
| <u>/s/ Lori A. Walker</u> Lori A. Walker | Director |

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LATHAM & WATKINS LLP

November 13, 2024

Compass Minerals International, Inc.
 9900 West 109th Street, Suite 100
 Overland Park, KS 66210

Re: Registration Statement on Form S-8; 3,000,000 shares of Compass Minerals International, Inc. Common Stock, \$0.01 par value per share

To the addressee set forth above:

We have acted as special counsel to Compass Minerals International, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “*Commission*”) of a registration statement on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance by the Company of up to an aggregate of 3,000,000 shares of common stock of the Company, \$0.01 par value per share (the “*Shares*”), issuable under the Compass Minerals International, Inc. 2020 Incentive Award Plan (as amended to date, the “*2020 Plan*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal

consideration in excess of par value in the circumstances contemplated by the Plan, assuming in each case that the individual grants or awards under the Plan are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins 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 Compass Minerals International, Inc. 2020 Incentive Award Plan, of our report dated November 29, 2023 (except for the effects of the restatement discussed in Note 1 and Note 23, as to which the date is October 29, 2024), with respect to the consolidated financial statements and schedule of Compass Minerals International, Inc. and our report dated November 29, 2023, (except for the effects of the material weaknesses described in the third paragraph therein, as to which the date is October 29, 2024) with respect to the effectiveness of internal control over financial reporting of Compass Minerals International, Inc. included in its (Form 10-K/A) for the year ended September 30, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Kansas City, Missouri
November 13, 2024

**SECOND AMENDMENT TO THE
COMPASS MINERALS INTERNATIONAL, INC.
2020 INCENTIVE AWARD PLAN**

This Second Amendment (this “Second Amendment”) to the Compass Minerals International, Inc. 2020 Incentive Award Plan (the “Plan”) is adopted by the Board of Directors (the “Board”) of Compass Minerals International, Inc., a Delaware corporation (the “Company”), on January 24, 2024.

RECITALS

- A. The Company currently maintains the Plan.
- B. Pursuant to Section 12.1 of the Plan, the Board has the authority to amend the Plan to increase the maximum number of Shares (as defined in the Plan) which may be issued under the Plan, subject to approval of the Company’s stockholders within twelve (12) months of such action.
- C. The Board believes it to be in the best interest of the Company to amend the Plan to (i) increase the shares of common stock of the Company reserved thereunder, and (ii) extend the Expiration Date (as defined in the Plan) until the tenth anniversary of the date this Second Amendment is approved by the Board.

AMENDMENT

1. The first sentence of Section 3.1(a) of the Plan is hereby amended and restated in its entirety to read as follows:

“Subject to adjustment as provided in Section 12.2, an aggregate number of Shares equal to the sum of (i) 6,600,000 Shares and (ii) any Shares which as of the Effective Date are available for issuance under the Compass Minerals International, Inc. 2015 Incentive Award Plan, as amended (the “2015 Plan”) shall be authorized for grant under the Plan; provided, that, subject to adjustment as provided in Section 12.2, no more than a total of 6,600,000 Shares shall be authorized for grant as Incentive Stock Options.”

2. The first sentence of Section 12.1(b) of the Plan is hereby amended and restated in its entirety to read as follows:

“No Awards may be granted or awarded during any period of suspension or after termination of the Plan, and notwithstanding anything herein to the contrary, in no event may any Award be granted under the Plan after January 24, 2034 (the “Expiration Date”).”

- 3. This Second Amendment shall be and hereby is incorporated in and forms a part of the Plan. Except as expressly provided herein, all terms and conditions of the Plan shall remain in full force and effect.
- 4. This Second Amendment shall be effective as of the date that it is approved by the Company’s stockholders, provided that such approval is obtained within twelve (12) months of the date first written above.

* * * * *

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)Compass Minerals International, Inc.
(Exact name of Registrant as Specified in its Charter)

Table 1 - Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount to be Registered ⁽¹⁾⁽²⁾ | Proposed Maximum Offering Price Per Share ⁽³⁾ | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|--|--|-----------------------------|---|--|----------------------------------|--------------------------|----------------------------|
| Equity | Common stock, \$0.01 par value per share | Rule 457(c) and Rule 457(h) | 3,000,000 | \$12.88 | \$38,640,000.00 | \$153.10 per \$1,000,000 | \$5,915.78 |
| Total Offering Amounts | | | | | \$38,640,000.00 | | \$5,915.78 |
| Total Fee Offsets⁽⁴⁾ | | | | | | | — |
| Net Fee Due | | | | | | | \$5,915.78 |

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.01 per share (“Common Stock”), of Compass Minerals International, Inc. (the “Company”) that become issuable under the Company’s 2020 Incentive Award Plan (as amended to date, the “2020 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents 3,000,000 additional shares of the Company’s Common Stock that became available for issuance as a result of the second amendment to the 2020 Plan, which was approved by the Company’s stockholders at the Company’s annual meeting of stockholders held on March 5, 2024.
- (3) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant is the average of the high and low prices for the registrant’s Common Stock as reported on The New York Stock Exchange on November 11, 2024, which was \$12.88.
- (4) The Registrant does not have any fee offsets.