

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933



TE CONNECTIVITY LTD.

(Exact name of registrant as specified in its charter)

Switzerland
(State or other jurisdiction
of incorporation or organization)

98-0518048
(I.R.S. employer
identification no.)

Mühlenstrasse 26, CH-8200 Schaffhausen, Switzerland
+41 (0)52 633 66 61

(Address of principal executive offices and zip code)

TE Connectivity Ltd. Employee Stock Purchase Plan
(Amended and Restated as of March 10, 2021)
(Full title of the plan)

John S. Jenkins, Jr.
Executive Vice President and General Counsel
TE Connectivity Ltd.
1050 Westlakes Drive
Berwyn, Pennsylvania 19312
(610) 893-9560

(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.

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
Registered shares, CHF 0.57 par value per share	3,000,000	\$129.07	\$387,210,000	\$42,244.61

- (1) The shares registered on this Form S-8 consist of an additional 3,000,000 common shares that may be issued under the TE Connectivity Ltd. Employee Stock Purchase Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also registers such additional common shares that become available under the foregoing plan in connection with changes in the number of outstanding common shares because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect to which the outstanding shares are converted or exchanged.

- (2) Estimated solely for the purpose of calculating the registration fee. In accordance with Rule 457(h) under the Securities Act, the maximum offering price per share has been calculated pursuant to Rule 457(c) under the Securities Act based upon the average of the high and low sale price of the registered shares of TE Connectivity Ltd., par value CHF 0.57 per share, on the New York Stock Exchange of \$129.07 on April 20, 2021.
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EXPLANATORY NOTE

In accordance with General Instruction E of Form S-8, this Registration Statement is registering an additional 3,000,000 registered shares, par value CHF 0.57 per share, of TE Connectivity Ltd. (“**TE Connectivity**”), to be offered and sold pursuant to the TE Connectivity Ltd. Employee Stock Purchase Plan (Amended and Restated as of March 10, 2021). The contents of the following registration statements filed by TE Connectivity are incorporated herein by reference to the extent not modified hereby: Form S-8 filed [July 5, 2007 \(SEC File No. 333-144355\)](#) (the “**Earlier Registration Statement**”) and Post-Effective Amendment No. 1 to the Earlier Registration Statement filed [June 26, 2009 \(SEC File No. 333-144355\)](#).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been previously filed by TE Connectivity with the Securities and Exchange Commission (the “**Commission**”) pursuant to the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), are incorporated by reference into this Registration Statement:

[\(1\) TE Connectivity’s Annual Report on Form 10-K for the fiscal year ended September 25, 2020, filed with the Commission on November 10, 2020;](#)

(2) All reports filed* by TE Connectivity pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred to in (1) above; and

[\(3\) The description of TE Connectivity’s registered shares included in Exhibit 4.1 to TE Connectivity’s Annual Report on Form 10-K for the fiscal year ended September 25, 2020, filed with the Commission on November 10, 2020.](#)

*Any report (or portion thereof) “furnished” on Form 8-K shall not be incorporated by reference.

In addition, all documents filed by TE Connectivity pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made part hereof from their respective dates of filing (such documents, and the documents listed above, being hereinafter referred to as “**Incorporated Documents**”); provided, however, that the documents enumerated above or subsequently filed by TE Connectivity pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of TE Connectivity’s Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this Registration Statement or be a part hereof from and after the filing of such Annual Report on Form 10-K. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that TE Connectivity discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed Incorporated Document modifies or supersedes such statement. Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Signature	Title	Date
* _____ Yong Nam	Director	April 23, 2021
* _____ Daniel J. Phelan	Director	April 23, 2021
* _____ Abhijit Y. Talwalkar	Director	April 23, 2021
* _____ Mark C. Trudeau	Director	April 23, 2021
* _____ Dawn C. Willoughby	Director	April 23, 2021
* _____ Laura H. Wright	Director	April 23, 2021

A Majority of the Board of Directors.

* The undersigned does hereby sign this Registration Statement on behalf of the above-indicated director or officer of TE Connectivity Ltd. pursuant to a power of attorney executed by such director or officer.

*By: /s/ John S. Jenkins, Jr.
John S. Jenkins, Jr.
Attorney-in-Fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned has signed this registration statement, solely in the capacity of the duly authorized representative of TE Connectivity Ltd. in the United States, on this 23rd day of April, 2021.

By: /s/ John S. Jenkins, Jr.
John S. Jenkins, Jr.
TE Connectivity Ltd.
Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
<u>4.1</u>	<u>Articles of Association of TE Connectivity Ltd. (Incorporated by reference to Exhibit 3.1 to TE Connectivity's Current Report on Form 8-K, filed May 19, 2020)</u>
<u>4.2</u>	<u>Organizational Regulations of TE Connectivity Ltd. (Incorporated by reference to Exhibit 3.2 to TE Connectivity's Current Report on Form 8-K, filed March 6, 2015)</u>
<u>5.1*</u>	<u>Opinion of Bär & Karrer AG</u>
<u>10.1</u>	<u>TE Connectivity Ltd. Employee Stock Purchase Plan (Amended and Restated as of March 10, 2021) (Incorporated by reference to Exhibit 10.2 to TE Connectivity Ltd.'s Current Report on Form 8-K, filed March 10, 2021)</u>
<u>23.1*</u>	<u>Consent of Deloitte & Touche LLP</u>
<u>23.2*</u>	<u>Consent of Bär & Karrer AG (included in Exhibit 5.1)</u>
<u>24.1*</u>	<u>Power of Attorney</u>

* Filed herewith.

TE Connectivity Ltd.
Mühlenstrasse 26
CH-8200 Schaffhausen
Switzerland

Zurich, 23 April 2021

Registration Statement on Form S-8

Dear Sir or Madam

We act as Swiss counsel to TE Connectivity Ltd. (the "Company").

This opinion is being rendered at the request of the Company in connection with the registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"), on a registration statement on Form S-8 (the "Registration Statement") of an additional 3,000,000 registered shares, par value CHF 0.57 per share, of the Company (the "Common Shares") which may be issued from time to time under the TE Connectivity Ltd. Employee Stock Purchase Plan (the "Plan", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

We have not investigated the laws of any jurisdiction other than Switzerland, and do not express an opinion on the laws of any jurisdiction other than Switzerland. We have examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion, including certified extracts of the Commercial Register of the Canton of Schaffhausen, Switzerland (the "Commercial Register"), the Company's certified articles of association dated May 19, 2020 (the "Articles"), and documents and confirmations filed with the Commercial Register by the Company.

In so doing, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all the documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. We assume no obligation to advise you of any changes to this opinion that may come to our attention after the date hereof. Further, we assume that if any new Common Shares will be issued and delivered under the Plan, they will be issued (i) by way of an ordinary share capital increase in accordance with articles 650 et. seq. of the Swiss Code of Obligations ("CO") and the Articles, (ii) out of authorized share capital in accordance with articles 651 et seq. CO and the Articles, in particular Article 5, or (iii) out of conditional share capital in accordance with articles 653 et. seq. CO and the Articles, in particular Article 6. This opinion speaks as of its date and is strictly limited to the matters stated herein and we assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change.

Based on the foregoing and subject to the qualifications set forth herein, we are of the opinion that each Common Share of the Company will be, when issued and delivered on the terms and conditions referred to herein and in the Plan, validly issued, fully paid and non-assessable.

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

Yours faithfully,

/s/ Bär & Karrer AG

Bär & Karrer AG

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 November 10, 2020, relating to the financial statements of TE Connectivity Ltd. and subsidiaries and the effectiveness of TE Connectivity Ltd. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of TE Connectivity Ltd. for the fiscal year ended September 25, 2020.

/s/ Deloitte & Touche LLP

Philadelphia, Pennsylvania
April 23, 2021

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Terrence R. Curtin, Heath A. Mitts and John S. Jenkins, Jr. his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 and any subsequent registration statement the Company may hereafter file with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933 to register additional shares of common stock, and to file this Registration Statement and any subsequent registration statement and all amendments thereto, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in any number of counterparts, each of which shall constitute an original and all of which, taken together, shall constitute one Power of Attorney.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand as of April 23, 2021.

<u>/s/ Terrence R. Curtin</u> Terrence R. Curtin	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Heath A. Mitts</u> Heath A. Mitts	Executive Vice President and Chief Financial Officer and Director (Principal Financial Officer)
<u>/s/ Robert J. Ott</u> Robert J. Ott	Senior Vice President and Corporate Controller (Principal Accounting Officer)
<u>/s/ Pierre R. Brondeau</u> Pierre R. Brondeau	Director
<u>/s/ Carol Anthony Davidson</u> Carol Anthony Davidson	Director
<u>/s/ Lynn A. Dugle</u> Lynn A. Dugle	Director
<u>/s/ William A. Jeffrey</u> William A. Jeffrey	Director
<u>/s/ Thomas J. Lynch</u> Thomas J. Lynch	Director
<u>/s/ Yong Nam</u> Yong Nam	Director
<u>/s/ Daniel J. Phelan</u> Daniel J. Phelan	Director
<u>/s/ Abhijit Y. Talwalkar</u> Abhijit Y. Talwalkar	Director
<u>/s/ Mark C. Trudeau</u> Mark C. Trudeau	Director
<u>/s/ Dawn C. Willoughby</u> Dawn C. Willoughby	Director
<u>/s/ Laura H. Wright</u> Laura H. Wright	Director
