

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**STRATTEC SECURITY CORPORATION**

(Exact name of registrant as specified in its charter)

Wisconsin

(State or other jurisdiction of Incorporation or organization)

39-1804239

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

3333 West Good Hope Road  
Milwaukee, Wisconsin

(Address of principal executive offices)

53209

(Zip Code)

**AMENDED AND RESTATED STRATTEC SECURITY CORPORATION STOCK INCENTIVE PLAN**

(Full title of the plan)

Patrick J. Hansen  
Senior Vice President and Chief Financial Officer  
STRATTEC SECURITY CORPORATION  
3333 West Good Hope Road  
Milwaukee, Wisconsin 53209

(Name and address of agent for service)

414-247-3333

(Telephone number, including area code of agent for service)

Copy to:

Eric P. Hagemeyer, Esq.  
Reinhart Boerner Van Deuren s.c.  
1000 North Water Street  
Suite 1700  
Milwaukee, Wisconsin 53202  
414-298-1000

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 (Do not check if a smaller reporting company)

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	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of Registration fee
Common Stock, \$0.01 par value per share	150,000 shares (1)	\$22.15 (2)	\$3,322,500 (2)	\$362.48 (2)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock which become issuable under the Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the receipt of any consideration by STRATTEC SECURITY CORPORATION (the "Registrant") which results in an increase in the number of the outstanding shares of the Registrant's Common Stock.
- (2) For the purpose of computing the registration fee, the Registrant has used \$22.15 as the average of the high and low prices of the Common Stock as reported on October 16, 2020 on the NASDAQ Global Market for the offering price per share, in accordance with Rules 457(c) and (h) under the Securities Act. The actual offering price will be determined in accordance with the terms of the Plan.

PART II - INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement has been filed to register additional shares of the Registrant's common stock made available under the Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan by reason of an amendment thereto approved by the shareholders of the Registrant. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's earlier Registration Statements on Form S-8 (Registration Nos. 333-4300, [333-31002](#), [333-103219](#), [333-140715](#) and [333-199906](#)) effective April 29, 1996, February 24, 2000, February 14, 2003, February 14, 2007 and November 6, 2014 are incorporated by reference and made a part hereof.

Item 8. Exhibits.

- [4.1](#) Amended and Restated Articles of Incorporation of the Company. (Incorporated by reference from the exhibit to the Form 10-K filed on September 7, 2017.)
- [4.2](#) Amendment to Amended and Restated Articles of Incorporation of the Company. (Incorporated by reference from the exhibit to the Form 10-Q filed on November 7, 2019.)
- [4.3](#) Amended By-Laws of the Company. (Incorporated by reference from the exhibit to the Form 8-K filed on October 7, 2005.)
- [5.1](#) Opinion of Reinhart Boerner Van Deuren s.c. as to the legality of the common stock being registered.
- [23.1](#) Consent of Independent Registered Public Accounting Firm.
- [23.2](#) Consent of Reinhart Boerner Van Deuren s.c. (included in its opinion filed as Exhibit 5 hereto).
- [24](#) Power of Attorney (included on the signature page hereto).
- [99.1](#) Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan. (Filed as Appendix B to the Company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 3, 2020 and incorporated herein by reference.)

## 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 Milwaukee, State of Wisconsin, on October 22, 2020.

STRATTEC SECURITY CORPORATION

By: /s/ Patrick J. Hansen

Patrick J. Hansen, Senior Vice President and Chief  
Financial Officer

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Frank J. Krejci and Patrick J. Hansen, and each of them individually, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 or she might or could do in person, hereby ratifying and confirming all that either said attorney-in-fact and agent or his or her substitute 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 in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Frank J. Krejci</u> Frank J. Krejci	President, Chief Executive Officer and Director (Principal Executive Officer)	October 22, 2020
<u>/s/ Patrick J. Hansen</u> Patrick J. Hansen	Senior Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	October 22, 2020
<u>/s/ Harold M. Stratton II</u> Harold M. Stratton II	Chairman and Director	August 19, 2020
<u>/s/ Michael J. Koss</u> Michael J. Koss	Director	August 19, 2020
<u>/s/ Thomas W. Florsheim, Jr.</u> Thomas W. Florsheim, Jr.	Director	August 19, 2020
<u>/s/ David R. Zimmer</u> David R. Zimmer	Director	August 19, 2020

REINHART BOERNER VAN DEUREN s.c.  
1000 North Water Street  
Milwaukee, WI 53202

October 22, 2020

STRATTEC SECURITY CORPORATION  
3333 West Good Hope Road  
Milwaukee, WI 53209

Ladies and Gentlemen:

Re: Registration Statement on Form S-8

We are providing this opinion in connection with the Registration Statement of STRATTEC SECURITY CORPORATION, a Wisconsin corporation (the "Company"), on Form S-8 (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Act"), with respect to the proposed sale by the Company of up to an additional 150,000 shares of Company common stock, \$0.01 par value per share (the "Shares"), pursuant to the provisions of the Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan (the "Plan").

We have examined (1) the Registration Statement; (2) the Company's Amended and Restated Articles of Incorporation and By-Laws, in each case as amended to date; (3) the Plan; (4) the corporate proceedings relating to the adoption of the Plan, the issuance of the Shares and the organization of the Company; and (5) such other documents and records as we have deemed necessary in order to render this opinion. In rendering this opinion, we have relied as to certain factual matters on certificates of officers of the Company and of state officials.

Based upon the foregoing, it is our opinion that the Shares, when issued as and for the consideration contemplated by the Registration Statement and the Plan, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of section 11 of the Act, or that we come within the category of persons whose consent is required by section 7 of the Act.

Yours very truly,

REINHART BOERNER VAN DEUREN s.c.

BY /s/ Eric P. Hagemeyer

Eric P. Hagemeyer

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**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 September 3, 2020 relating to the financial statements of STRATTEC SECURITY CORPORATION and the effectiveness of STRATTEC SECURITY CORPORATION's internal control over financial reporting, appearing in the Annual Report on Form 10-K of STRATTEC SECURITY CORPORATION for the year ended June 28, 2020.

/s/ DELOITTE & TOUCHE LLP

Milwaukee, Wisconsin  
October 22, 2020

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