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

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

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**EMBECTA CORP.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**87-1583942**  
(I.R.S. Employer  
Identification No.)

**300 Kimball Drive  
Parsippany, New Jersey 07054  
(201) 847-6880**  
(Address of Principal Executive Offices)

**EMBECTA CORP. 2022 EMPLOYEE AND DIRECTOR EQUITY-BASED COMPENSATION PLAN**  
(Full Title of the Plans)

**Jeff Mann**  
**SVP, General Counsel, Head of Corporate Development, and Corporate Secretary**  
**Embecta Corp.**  
**300 Kimball Drive**  
**Parsippany, New Jersey 07054**  
**(201) 847-6880**  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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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 type="checkbox"/>
Non-accelerated filer	<input checked="" 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.

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## **EXPLANATORY NOTE**

Pursuant to the Separation and Distribution Agreement, dated April 1, 2022, among Embecta Corp. (the “Registrant”) and Becton Dickinson and Company (“BD”), BD spun-off the business of the Registrant resulting in the Registrant being a new publicly traded company that shall operate the business of the Registrant effective April 1, 2022.

This Registration Statement on Form S-8 (the “Registration Statement”) is filed by the Registrant for the purpose of registering 7,000,000 shares of common stock \$0.01 par value per share (“Common Stock”) of the Registrant, authorized for issuance under the Embecta Corp. 2022 Employee and Director Equity-Based Compensation Plan (the “Plan”).

### **PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Items 1 and 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this Registration Statement and as required by Rule 428(b)(1).

### **PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- a) The Registrant's [Form 10](#) initially filed with the Commission on December 21, 2021, as amended by Amendment No. 1 filed on February 3, 2022 under the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- b) The description of the Registrant's common stock contained in the information statement filed as [Exhibit 99.1](#) to Amendment No. 1 to the Registrant's registration statement on [Form 10](#) filed on February 3, 2022, including any amendment or report filed for the purpose of updating such description;
- c) The Registrant's Quarterly Report on [Form 10-Q](#) filed on March 16, 2022; and
- d) The Registrant's Current Reports on Form 8-K filed on [February 11, 2022](#), [March 4, 2022](#), [March 24, 2022](#), [April 6, 2022](#).

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or which deregisters all securities than remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such 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 in any other subsequently filed document which also is or is deemed to be incorporated by reference herein 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.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant's amended and restated certificate of incorporation provides that, to the fullest extent permitted by Delaware General Corporation Law (the "DGCL"), no director will be personally liable to the Registrant or its shareholders for monetary damages for breach of fiduciary duty owed to the Registrant or its shareholders as a director.

The Registrant's amended and restated bylaws provide that the Registrant must indemnify and hold harmless, to the fullest extent authorized or permitted by the DGCL as it presently exists or may be amended, each person who was or is a party to, or who is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Registrant) (a "Proceeding") by reason of the fact that he or she is or was a director or an officer of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal Proceeding, had no reasonable cause to believe such person's conduct was unlawful. Unless ordered by a court, any indemnification under the Registrant's amended and restated bylaws must be made by the Registrant only as authorized in the specific case upon a determination that indemnification is proper in the circumstances, because such person has met the applicable standard of conduct set forth in the DGCL. With respect to an indemnitee who is a director or officer of the Registrant at the time of such determination, such determination must be made (1) by a majority vote of the directors who are not parties to such proceeding, even though less than a quorum, (2) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion of such independent legal counsel, or (4) by the shareholders. Expenses must be advanced to a covered person under certain circumstances.

The Registrant maintains a standard policy of officers' and directors' liability insurance.

Section 145 of the DGCL authorizes a corporation to indemnify its directors and officers under certain prescribed circumstances against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding if the director or officer acted in good faith and in a manner the director or officer reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the director or officer's conduct was unlawful.

The foregoing is only a general summary of certain aspects of Delaware law and the Registrant's restated certificate of incorporation and amended and restated bylaws dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of those Sections of the DGCL referenced above and the restated certificate of incorporation of the Registrant.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

## Item 8. Exhibits.

For the list of exhibits, see the Exhibit Index to this Registration Statement, which is incorporated in this item by reference.

### EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Embecta Corp. (incorporated by reference to Exhibit 3.1 to Amendment No. 1 to Form 10 filed by the Registrant on February 3, 2022).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of Embecta Corp. (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to Form 10 filed by the Registrant on February 3, 2022).</u></a>
5.1*	<a href="#"><u>Opinion of Holland &amp; Knight, LLP</u></a>
23.1*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm</u></a>
23.2*	<a href="#"><u>Consent of Holland &amp; Knight, LLP (contained in Exhibit 5.1).</u></a>
24*	<a href="#"><u>Power of Attorney (included on the signature page of this registration statement).</u></a>
99.1	<a href="#"><u>Embecta Corp. 2022 Employee and Director Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.4 to Amendment No. 1 to Form 10 filed by the Registrant on February 3, 2022).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

## Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - i. to include any prospectus required by section 10(a)(3) of the Securities Act;
  - ii. to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
  - iii. to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Parsippany, State of New Jersey on the 6th day of April, 2022.

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jeff Mann his attorney-in-fact, with the full power of substitution, for him in any and all capacities, to sign this registration statement, and any amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

### Embecta Corp.

By: /s/ Jeff Mann  
Jeff Mann  
SVP, General Counsel, Head of Corporate  
Development, and Corporate Secretary

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Devdatt Kurdikar</u> Devdatt Kurdikar	President, Chief Executive Officer, and Director (Principal Executive Officer)	April 6, 2022
<u>/s/ Jacob Elguicze</u> Jacob Elguicze	Chief Financial Officer (Principal Financial Officer)	April 6, 2022
<u>/s/ Brian Capone</u> Brian Capone	Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	April 6, 2022
<u>/s/ David F. Melcher</u> David F. Melcher	Director, Chairman of the Board of Directors	April 6, 2022
<u>/s/ David J. Albritton</u> David J. Albritton	Director	April 6, 2022
<u>/s/ Carrie L. Anderson</u> Carrie L. Anderson	Director	April 6, 2022
<u>/s/ Robert Hombach</u> Robert Hombach	Director	April 6, 2022

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/s/ Milton M. Morris, Ph.D.

Milton M. Morris, Ph.D.

Director

April 6, 2022

/s/ Claire Pomeroy

Claire Pomeroy

Director

April 6, 2022

/s/ Karen N. Prange

Karen N. Prange

Director

April 6, 2022

/s/ Christopher R. Reidy

Christopher R. Reidy

Director

April 6, 2022



# Holland & Knight

Cira Centre, Suite 800 | 2929 Arch Street | Philadelphia, PA 19104 | T 215.252.9600 | F 215.867.6070  
Holland & Knight LLP | www.hklaw.com

April 6, 2022

Embeta Corp.  
300 Kimball Drive  
Parsippany, NJ 07054

Re: Embecta Corp. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Embecta Corp., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Act”), relating to the registration under the Act by the Company of 7,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), issuable under the Company’s 2022 Employee and Director Equity-Based Compensation Plan, as approved by the Company’s stockholders on February 2, 2022 (the “Plan”). This opinion is being issued pursuant to the requirements of the Act.

In so acting, we have examined and relied upon the original or a copy, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement; (ii) the Company’s Amended and Restated Certificate of Incorporation in effect as of the date hereof; (iii) the Company’s Amended and Restated Bylaws in effect as of the date hereof; and (iv) such other documents, certificates and records as we have deemed necessary or appropriate to form the basis for the opinion set forth herein.

In rendering the opinion set forth herein, we have relied, without investigation, on each of the following assumptions: (i) the legal capacity of each natural person to take all actions required of each such person in connection with the Registration Statement and the registration, issuance and sale of the Shares; (ii) the genuineness of each signature, the completeness of each document submitted to us, the authenticity of each document reviewed by us as an original, the conformity to the original of each document reviewed by us as a duplicate or a certified or conformed copy and the authenticity of the original of each document received by us as a duplicate or a certified or conformed copy; (iii) as to matters of fact, the truthfulness, accuracy and completeness of the information, representations and warranties of the Company made in the Registration Statement and in the records, documents, instruments, certificates and statements we have reviewed; (iv) the due execution and delivery of all documents (except that no such assumption is made as to the Company) where due execution and delivery are a prerequisite to the effectiveness thereof; and (v) that there has been no undisclosed waiver of any right, remedy or provision contained in such documents. As to any facts material to the opinion expressed herein, which were not independently established or verified, we have relied, to the extent we have deemed reasonably appropriate, upon statements and representations of officers or directors of the Company.

Atlanta | Austin | Boston | Charlotte | Chicago | Dallas | Denver | Fort Lauderdale | Fort Worth | Houston  
Jacksonville | Los Angeles | Miami | New York | Orange County | Orlando | Philadelphia | Portland  
San Francisco | Stamford | Tallahassee | Tampa | Tysons | Washington, D.C. | West Palm Beach

Based on the foregoing, and subject to the assumptions, qualifications and limitations stated herein, we are of the opinion that the Shares have been duly authorized and, when issued and paid for in the manner described in the Plan, the Shares will be validly issued, fully paid and non-assessable.

This opinion is rendered solely in connection with the filing of the Registration Statement, is limited to the matters stated herein, and no opinion may be implied or inferred beyond the matters expressly stated herein. This opinion may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

The opinion expressed herein is limited to the federal securities laws of the United States of America and the corporate laws of the State of Delaware and we express no opinion as to matters governed by laws of any jurisdiction other than the federal securities laws of the United States of America and the corporate laws of the State of Delaware, as in effect on the date hereof. This opinion speaks only as of the date hereof and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention, whether existing before or arising after the date hereof, or any changes in law that may hereafter occur.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Sincerely yours,

/s/ Holland & Knight LLP

HOLLAND & KNIGHT 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 Embecta Corp. 2022 Employee and Director Equity-Based Compensation Plan of our report dated December 21, 2021, with respect to the combined financial statements of the Diabetes Care Business of Becton, Dickinson, and Company included in its Amendment No.1 to Form 10 for the year ended September 30, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, NY  
April 6, 2022

**Calculation of Filing Fee Tables**  
**Form S-8**  
(Form Type)

**Embeta Corp.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule or Instruction	Amount Registered <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock (par value \$0.01 per share)	Other <sup>(2)</sup>	7,000,000 <sup>(3)</sup>	\$30.87 <sup>(2)</sup>	\$216,090,000.00	\$92.70 per \$1 million	\$20,031.54
Total Offering Amounts					\$216,090,000.00	—	\$20,031.54
Total Fee Offsets <sup>(4)</sup>							—
Net Fee Due							\$20,031.54

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement covers such additional and indeterminate number of shares of common stock (“Common Stock”) of Embecta Corp. (the “Registrant”) as may become issuable by reason of stock dividends, stock splits or similar transactions.
- (2) Estimated solely for the purposes of determining the amount of the registration fee, in accordance with Rule 457(c) and 457(h) of the Securities Act, on the basis of the average of the high (\$33.15) and low (\$28.59) sales prices per share of the Common Stock on the “when issued” trading market as reported on the NASDAQ Global Select Market on April 1, 2022.
- (3) Represents the number of shares of Common Stock issuable pursuant to awards granted under the Registrant’s 2022 Employee and Director Equity-Based Compensation Plan.
- (4) The Registrant does not have any fee offsets.