

INVACARE CORP

Form S-8

December 21, 2016

As filed with the Securities and Exchange Commission on December 21, 2016

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

INVACARE CORPORATION

(Exact name of Registrant as specified in its charter)

Ohio

(State or other Jurisdiction of  
Incorporation or Organization)

95-2680965

(I.R.S. Employer  
Identification Number)

One Invacare Way Elyria, Ohio 44035

(Address of Principal Executive Offices, including Zip Code)

INVACARE CORPORATION 2013 EQUITY COMPENSATION PLAN

(Full Title of the Plan)

Anthony C. LaPlaca

Senior Vice President, General Counsel and Secretary

Invacare Corporation

One Invacare Way

Elyria, Ohio 44035

(440) 329-6000

(Name, address and telephone number, including area code,  
of agent for service)

Copy to:

Douglas A. Neary, Esq.

Calfee, Halter & Griswold LLP

The Calfee Building

1405 East Sixth Street

Cleveland, Ohio 44114

(216) 622-8200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

## 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
Prior Plan Shares (3)	2,325,365	\$13.10	\$30,462,281.50	\$3,530.58

Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers such additional common shares, without par value (“Common Shares”), of Invacare Corporation (the (1) “Registrant”) as may be issued or become issuable under the terms of the Invacare Corporation 2013 Equity Compensation Plan (the “Plan”), in order to prevent dilution resulting from any stock split, stock dividend or similar transaction.

Estimated in accordance with Rule 457(c) and (h) under the Securities Act, solely for the purpose of calculating the (2) registration fee and based upon the average of the high and low sales price of the Common Shares reported on the New York Stock Exchange on December 16, 2016, within five business days prior to filing.

The Registration Statement covers 2,325,365 Common Shares (the “Prior Plan Shares”) that are now available for issuance under the Plan because such Common Shares were covered by awards under the Invacare Corporation 2003 Performance Plan, as amended (the “Prior Plan”), that were forfeited or remained unpurchased or undistributed upon termination or expiration of the awards. The Prior Plan Shares were previously registered by the Registrant (3) on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”), and registration fees were paid for such registration. Concurrently with the filing of this Registration Statement, the Registrant has filed a post-effective amendment to the applicable Registration Statement for the Prior Plan deregistering the Prior Plan Shares that are being carried forward under this Registration Statement.

## STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 2,325,365 of the common shares, without par value (“Common Shares”), of Invacare Corporation (the “Registrant”) available for issuance under the Invacare Corporation 2013 Equity Compensation Plan, as amended (the “Plan”). The Common Shares registered hereunder are now available for issuance under the Plan because such Common Shares were covered by awards under the Invacare Corporation 2003 Performance Plan, as amended (the “Prior Plan”), that were forfeited or remained unpurchased or undistributed upon termination or expiration of the awards.

Accordingly, pursuant to General Instruction E to Form S-8, the contents of the Registrant’s Registration Statement on Form S-8 filed on May 23, 2013 (Commission File No. 333-188803), registering 4,460,337 Common Shares for issuance under the Plan, are hereby incorporated by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

1. The Registrant’s Annual Report on Form 10 K for the fiscal year ended December 31, 2015;