

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

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

**CSW INDUSTRIALS, INC.**  
(Exact name of registrant as specified in its charter)

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

**47-2266942**  
(I.R.S. Employer  
Identification No.)

**5420 Lyndon B. Johnson Freeway, Suite 500**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

**75240**  
(Zip Code)

**CSW Industrials, Inc. 2024 Equity and Incentive Compensation Plan**  
(Full title of the plan)

**Luke E. Alverson**  
**Senior Vice President, General Counsel & Secretary**  
**CSW Industrials, Inc.**  
**5420 Lyndon B. Johnson Freeway, Suite 500**  
**Dallas, Texas 75240**  
(Name and address of agent for service)

**(214) 884-3777**  
(Telephone number, including area code, of agent for service)

*with a copy to:*

**Gillian Emmett Moldowan, Esq.**  
**Allen Overy Shearman Sterling US LLP**  
**599 Lexington Avenue, New York, NY 10022**  
**(212) 848-5356**

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  Accelerated filer   
Non-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.

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

The documents containing the employee benefit plan information and other information required by Part I of Form S-8 will be sent or given to participants under the CSW Industrials, Inc. 2024 Equity and Incentive Compensation Plan (the “Plan”) as specified by Rule 428 under the Securities Act of 1933 (the “Securities Act”). In accordance with Rule 428 under the Securities Act and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as a part of this registration statement on Form S-8 (this “Registration Statement”) or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. CSW Industrials, Inc. (the “Registrant”) will maintain a file of such documents in accordance with the provisions of Rule 428 under the Securities Act. Upon request, the Registrant will furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

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

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

The following documents, which have been filed by the Registrant with the Commission, are incorporated in this Registration Statement by reference:

- (a) Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to [Exhibit 3.1](#) to the Registrant’s Current Report on Form 8-K, filed on August 15, 2018) filed under the Securities Exchange Act of 1934 (the “Exchange Act”);
- (b) Description of Securities Registered under Section 12 of the Exchange Act (incorporated by reference to [Exhibit 4.1](#) to the Registrant’s Annual Report on Form 10-K, filed on May 20, 2020), including any amendment or report filed for the purpose of updating such description;
- (c) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended March 31, 2024, filed May 23, 2024;
- (d) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ending June 30, 2024, filed July 31, 2024; and
- (e) The Registrant’s Current Reports on Form 8-K filed [May 23, 2024](#), [June 3, 2024](#), [July 31, 2024](#), [August 16, 2024](#), and [September 9, 2024](#).

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding information deemed to be furnished and not filed with the Commission) subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will 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 that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as 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.**

Section 145(a) of the General Corporation Law of the State of Delaware, or the Delaware Corporation Law, provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or 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 corporation), because the person is or was a director or officer of the corporation. Such indemnity may be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and if, with respect to any criminal action or proceeding, the person did not have reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director or officer of the corporation, against any expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation.

Section 145(g) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any liability asserted against the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of the law. The corporation would have the power to indemnify the person against such liability under the provisions of the law.

The Registrant's Certificate of Incorporation provides that, to the fullest extent permitted by applicable law, a director will not be liable to the Registrant or the Registrant's stockholders for monetary damages for breach of fiduciary duty as a director. In addition, the Registrant's Bylaws provide that the Registrant will indemnify each director and officer and may indemnify employees and agents, as determined by its board, to the fullest extent provided by the laws of the State of Delaware. The foregoing statements are subject to the detailed provisions of Section 145 of the Delaware General Corporation Law and provisions included in the Registrant's Certificate of Incorporation and Bylaws.

Section 102 of the Delaware General Corporation Law permits the limitation of directors' personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director except for (i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) breaches under section 174 of the Delaware General Corporation Law, which relates to unlawful payments of dividends or unlawful stock repurchase or redemptions, and (iv) any transaction from which the director derived an improper personal benefit.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant under the foregoing provisions, the Registrant has been informed that in the opinion of the Commission that such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

The Registrant has entered into an indemnification agreement with each of its executive officers and directors that provides, in general, that the Registrant will indemnify them to the fullest extent permitted by law in connection with their service to the Registrant or on its behalf. In addition, the Registrant maintains liability insurance for its directors and officers.

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

Not applicable.

## Item 8. Exhibits.

Exhibit Number	Description
4.1	Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to <a href="#">Exhibit 3.1</a> to the Company's Current Report on Form 8-K, filed on August 15, 2018)
4.2	Amended and Restated Bylaws of the Registrant, adopted and effective August 14, 2018 (incorporated by reference to <a href="#">Exhibit 3.2</a> to the Company's Current Report on Form 8-K, filed on August 15, 2018)
4.3	CSW Industrials, Inc. 2024 Equity and Incentive Compensation Plan (incorporated by reference to <a href="#">Exhibit A</a> to the Company's Proxy Statement on Form 14(a), filed on July 1, 2024)
5.1*	<a href="#">Opinion of Allen Overy Shearman Sterling US LLP</a>
23.1*	<a href="#">Consent of Grant Thornton LLP</a>
23.2*	<a href="#">Consent of Allen Overy Shearman Sterling US LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included as part of the signature pages to this Registration Statement)</a>
107*	<a href="#">Filing fee table</a>

\* Filed herewith

## Item 9. Undertakings.

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 this 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 this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*Provided, however,* that the undertakings set forth in paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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.

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 this 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.

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, 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 Dallas, State of Texas, on September 17, 2024.

### CSW INDUSTRIALS, INC.

By: /s/ Joseph B. Armes

Name: Joseph B. Armes

Title: Chief Executive Officer & President

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Joseph B. Armes, James E. Perry, and Luke E. Alverson his or her 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 sign any related registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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>
By: <u>/s/ Joseph B. Armes</u> Joseph B. Armes	Chairman of the Board of Directors, Chief Executive Officer & President (Principal Executive Officer)	September 17, 2024
By: <u>/s/ James E. Perry</u> James E. Perry	Executive Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	September 17, 2024
By: <u>/s/ Darron K. Ash</u> Darron K. Ash	Director	September 17, 2024
By: <u>/s/ Michael Gambrell</u> Michael Gambrell	Director	September 17, 2024
By: <u>/s/ Bobby Griffin</u> Bobby Griffin	Director	September 17, 2024
By: <u>/s/ Terry L. Johnston</u> Terry L. Johnston	Director	September 17, 2024
By: <u>/s/ Linda Livingstone</u> Linda Livingstone	Director	September 17, 2024

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By: /s/ Anne B. Motsenbocker  
Anne B. Motsenbocker

Director

September 17, 2024

By: /s/ Robert Swartz  
Robert Swartz

Director

September 17, 2024

By: /s/ J. Kent Sweezy  
J. Kent Sweezy

Director

September 17, 2024

## A&amp;O SHEARMAN

599 Lexington Avenue  
New York, NY 10022-6069  
+1.212.848.4000

September 17, 2024

CSW Industrials  
5420 Lyndon B. Johnson Freeway, Suite 500  
Dallas, Texas 75240

Ladies and Gentlemen:

We are acting as counsel for CSW Industrials, a Delaware corporation (the “*Company*”), in connection with preparation and filing by the Company of a registration statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission (the “*Commission*”) under the Securities Act of 1933, as amended (the “*Securities Act*”), with respect to 850,000 shares of common stock, par value \$0.01, of the Company (the “*Shares*”) issuable pursuant to the CSW Industrials, Inc. 2024 Equity and Incentive Compensation Plan (the “*Plan*”). In connection with the foregoing, we have reviewed originals or copies identified to our satisfaction of the following documents:

(a) The Registration Statement;

(b) The certificate of incorporation and by-laws of the Company, in each case as amended to date; and

(c) Originals or copies of such other corporate records of the Company, certificates of public officials and of officers of the Company, and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

Our opinion set forth below is based on the text of the Plan as referenced in the Exhibit Index to the Registration Statement. Our opinion expressed below is limited to the General Corporation Law of the State of Delaware, and we do not express any opinion herein concerning any other law.



Based upon and subject to the foregoing and having regard for such legal considerations as we have deemed relevant, we are of the opinion that authorized but not previously issued Shares that may be delivered under the Plan have been duly authorized by the Company and, when (a) issued and delivered by the Company in accordance with the terms of the Plan and (b) paid for in full in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact that may occur after the date of this opinion letter that might affect the opinions expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby concede that we come within the category of persons whose consent is required by the Securities Act or the General Rules and Regulations of the Commission promulgated thereunder. This opinion is rendered to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose without our prior written consent.

Very truly yours,

/s/ Allen Overy Shearman Sterling US LLP

Allen Overy Shearman Sterling US LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated May 23, 2024 with respect to the consolidated financial statements and internal control over financial reporting of CSW Industrials, Inc. included in the Annual Report on Form 10-K for the year ended March 31, 2024, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ Grant Thornton LLP

Dallas, Texas

September 17, 2024

## 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, par value \$0.01 per share	850,000 (1)(2)	\$315.79 (3)	\$268,421,500.00 (3)	\$39,619.01

- (1) Represents the maximum number of shares of common stock, par value \$0.01 per share (“Common Shares”), of CSW Industrials, Inc. (the “Registrant”) issuable pursuant to the CSW Industrials, Inc. 2024 Equity and Incentive Compensation Plan (the “Plan”) being registered herein.
- (2) Pursuant to Rule 416 of the Securities Act of 1933 (the “Securities Act”), this Registration Statement also covers such additional Common Shares as may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) Estimated solely for the purposes of determining the amount of the registration fee, pursuant to Rule 457(h) under the Securities Act, based upon the average high and low price of the Common Shares as reported by Nasdaq on September 11, 2024.