

As filed with the Securities and Exchange Commission on May 15, 2023

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT
Under The Securities Act of 1933

TRIMAS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

38-2687639
(IRS Employer Identification No.)

38505 Woodward Avenue, Suite 200
Bloomfield Hills, Michigan 48304
(Address of Principal Executive Offices Including Zip Code)

TriMas Corporation 2023 Equity and Incentive Compensation Plan
(Full Title of the Plan)

Jodi Robin
General Counsel
TriMas Corporation
38505 Woodward Avenue, Suite 200
Bloomfield Hills, Michigan 48304
(248) 631-5450

(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 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 II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

TriMas Corporation (the “**Registrant**”) is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “**Commission**”). The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- (a) The Registrant’s Annual Report on [Form 10-K for the year ended December 31, 2022](#) (Commission File No. 001-10716), filed February 23, 2023;
- (b) The Registrant’s Current Reports on Form 8-K (Commission File No. 001-10716) filed [March 7, 2023](#), [March 9, 2023](#) and [May 11, 2023](#);
- (c) The Registrant’s Quarterly Report on Form 10-Q (Commission File No. 001-10716) filed [April 27, 2023](#); and
- (d) The description of the Registrant’s Common Stock contained in the Registrant’s [Registration Statement on Form 8-A](#) (Commission File No. 000-17285), filed with the Commission on August 21, 2009, as updated by [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2019 (Commission File No. 001-10716), and as amended by any subsequently filed amendments and reports updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the 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.

The Registrant is a Delaware corporation. Section 145 of the General Corporation Law of the State of Delaware (the “**DGCL**”) as the same exists or may hereafter be amended, *inter alia*, provides that a Delaware corporation may 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 such corporation), by reason of

the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorney's 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 corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the person's conduct was unlawful.

Section 145 of the DGCL provides that a Delaware corporation may 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 by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include 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 corporation's best interests, except that no indemnification is permitted without judicial approval if the officer, director, employee or agent is adjudged to be liable to the corporation.

Where a present or former director or officer has been successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify the person against the expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such whether or not the corporation would have the power to indemnify such person against such liability under Section 145.

Article 8 of the Registrant's certificate of incorporation provides that each person who was or is made a party to (or is threatened to be made a party to) or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was one of the Registrant's directors or officers shall be indemnified and held harmless by the Registrant to the fullest extent authorized by the DGCL against all expenses, liability and loss (including without limitation attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred by such person in connection therewith. The rights conferred by Article 8 are contractual rights and include the right to be paid by the Registrant the expenses incurred in defending such action, suit or proceeding in advance of the final disposition thereof.

Article 7 of the Registrant's certificate of incorporation provides that, to the extent permitted by Section 102(b)(7) of the DGCL, the Registrant's directors will not be personally liable to the Registrant or its stockholders for monetary damages resulting from breaches of their fiduciary duty as directors except (a) for any breach of the duty of loyalty to the Registrant or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL, which makes directors liable for unlawful dividends or unlawful stock repurchases or redemptions or (d) for transactions from which a director derives improper personal benefit.

The Registrant's directors and officers are covered by insurance policies indemnifying them against certain civil liabilities, including liabilities under the federal securities laws (other than liability under Section 16(b) of the Exchange Act), which might be incurred by them in such capacities. The Registrant has entered into indemnity agreements with its directors and certain of its executive officers for the indemnification and advancement of expenses to these persons. The Registrant believes that these provisions and agreements are necessary to attract and retain qualified directors and executive officers. The Registrant also intends to enter into these agreements with its future directors and certain of its executive officers. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as

amended (the “*Securities Act*”) may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (Commission File No. 001-10716) filed on August 3, 2007)
4.2	Third Amended and Restated By-laws of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Commission File No. 001-10716) filed on December 18, 2015)
4.3	Description of Securities of the Registrant (incorporated herein by reference to Exhibit 4.2 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-10716) filed on February 27, 2020)
4.4	TriMas Corporation 2023 Equity and Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (Commission File No. 001-10716) filed on May 11, 2023)
5.1	Opinion of Counsel (filed herewith)
23.1	Consent of Independent Registered Public Accounting Firm – Deloitte & Touche LLP (filed herewith)
23.2	Consent of Counsel (included in Exhibit 5.1) (filed herewith)
24.1	Powers of Attorney (filed herewith)
107	Calculation of Filing Fee Tables (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 percent 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 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, 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 Bloomfield Hills, State of Michigan, on this 15th day of May, 2023.

TRIMAS CORPORATION

By: /s/ Thomas A. Amato
Name: Thomas A. Amato
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Date: May 15, 2023	<u>/s/ Thomas A. Amato</u> Thomas A. Amato President and Chief Executive Officer and Director (principal executive officer)
Date: May 15, 2023	* <u>Scott A. Mell</u> Chief Financial Officer (principal financial officer)
Date: May 15, 2023	* <u>Paul A. Swart</u> Vice President Business Planning, Controller and Chief Accounting Officer (principal accounting officer)
Date: May 15, 2023	* <u>Samuel Valenti III</u> Director
Date: May 15, 2023	* <u>Holly M. Boehne</u> Director
Date: May 15, 2023	* <u>Jeffrey A. Fielkow</u> Director
Date: May 15, 2023	* <u>Teresa M. Finley</u> Director

Date: May 15, 2023

*

Jeffrey M. Greene
Director

Date: May 15, 2023

*

Herbert K. Parker
Director

Date: May 15, 2023

*

Nick L. Stanage
Director

Date: May 15, 2023

*

Daniel P. Tredwell
Director

* This Registration Statement has been signed on behalf of the above officers and directors by Thomas A. Amato, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

Dated: May 15, 2023

By: /s/ Thomas A. Amato

Thomas A. Amato

Attorney-in-Fact

Calculation of Filing Fee Tables

Form S-8
(Form Type)TriMas Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)(2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other	2,151,359	\$25.225	\$54,268,030.775	\$110.20 per \$1 million	\$5,981
Total Offering Amounts					\$54,268,030.775		\$5,981
Total Fee Offsets							\$0
Net Fee Due							\$5,981

- (1) Represents the number of shares of common stock, par value \$0.01 per share (“**Common Stock**”), of TriMas Corporation (the “**Registrant**”), available pursuant to the TriMas Corporation 2023 Equity and Incentive Compensation Plan (the “**Plan**”) being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement also covers such additional shares of Common Stock as may become available pursuant to any anti-dilution provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of the Registrant’s Common Stock on the NASDAQ Stock Market LLC on May 9, 2023, a date that is within five business days prior to filing.

Table 2: Fee Offset Claims and Sources

Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)										
Fee Offset Claims										
Fee Offset Sources										

The Registrant is not relying on Rule 457(p) under the Securities Act to offset any of the filing fee due with respect to the Registration Statement to which this exhibit relates, so no information is provided under this Table 2.

JONES DAY

NORTH POINT • 901 LAKESIDE AVENUE • CLEVELAND, OHIO 44114.1190

TELEPHONE: +1.216.586.3939 • FACSIMILE: +1.216.579.0212

May 15, 2023

TriMas Corporation
38505 Woodward Avenue, Suite 200
Bloomfield Hills, Michigan 48304

Re: Registration Statement on Form S-8 Filed by TriMas Corporation

Ladies and Gentlemen:

We have acted as counsel for TriMas Corporation, a Delaware corporation (the “**Company**”), in connection with the registration of 2,151,359 shares (the “**Shares**”) of common stock, par value \$0.01 per share, of the Company that may be issued or delivered and sold pursuant to the TriMas Corporation 2023 Equity and Incentive Compensation Plan (the “**Plan**”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares that may be issued or delivered and sold pursuant to the Plan and the authorized forms of restricted stock unit or other applicable award agreements thereunder (the “**Award Agreements**”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “**Act**”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

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 February 23, 2023, relating to the financial statements of TriMas Corporation and the effectiveness of TriMas Corporation's internal control over financial reporting, appearing in the Annual report on Form 10-K of TriMas Corporation for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

Detroit, Michigan
May 15, 2023

**TRIMAS CORPORATION
REGISTRATION STATEMENT ON FORM S-8
POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of TriMas Corporation, a Delaware corporation (the "**Registrant**"), hereby constitutes and appoints Thomas A. Amato, Scott A. Mell, Jodi Robin and Jill Stress, or any of them, each acting alone, as the true and lawful attorney-in-fact or agent, or attorneys-in-fact or agents, for each of the undersigned, with full power of substitution and resubstitution, and in the name, place and stead of each of the undersigned, to execute and file (1) one or more Registration Statements on Form S-8 (the "**Form S-8 Registration Statements**") with respect to the registration under the Securities Act of 1933, as amended, of common stock, \$0.01 par value per share, of the Registrant deliverable in connection with the TriMas Corporation 2023 Equity and Incentive Compensation Plan, (2) any and all amendments, including post-effective amendments, supplements and exhibits to the Form S-8 Registration Statements and (3) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority or exchange with respect to the securities covered by the Form S-8 Registration Statements, 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 necessary, appropriate or desirable to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 9th day of May 2023:

/s/ Thomas A. Amato
Thomas A. Amato
President and Chief Executive Officer and Director (principal executive officer)

/s/ Scott A. Mell
Scott A. Mell
Chief Financial Officer (principal financial officer)

/s/ Paul A. Swart
Paul A. Swart
Vice President Business Planning, Controller and Chief Accounting Officer (principal accounting officer)

/s/ Samuel Valenti III
Samuel Valenti III
Director

/s/ Holly M. Boehne
Holly M. Boehne
Director

/s/ Jeffrey A. Fielkow
Jeffrey A. Fielkow
Director

/s/ Teresa M. Finley
Teresa M. Finley
Director

/s/ Jeffrey M. Greene
Jeffrey M. Greene
Director

/s/ Herbert K. Parker
Herbert K. Parker
Director

/s/ Nick L. Stanage
Nick L. Stanage
Director

/s/ Daniel P. Tredwell
Daniel P. Tredwell
Director