

As filed with the Securities and Exchange Commission on March 17, 2020

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MTS SYSTEMS CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

41-0908057

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

**14000 Technology Drive,
Eden Prairie, Minnesota**

(Address of principal executive offices)

55344

(Zip Code)

MTS SYSTEMS CORPORATION 2017 STOCK INCENTIVE PLAN

(Full title of the plan)

Jeffrey A. Graves
President and Chief Executive Officer
MTS Systems Corporation
14000 Technology Drive
Eden Prairie, Minnesota 55344
(952) 937-4000

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

With copies to:

Todd J. Klemmensen
General Counsel
MTS Systems Corporation
14000 Technology Drive
Eden Prairie, Minnesota 55344

Melodie R. Rose
Amanda K. Lorentz
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, Minnesota 55402
Fax: (612) 492-7077

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 x

Non-accelerated filer o

Accelerated filer o

Smaller reporting company o

Emerging growth company o

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. o

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 ⁽²⁾
Common Stock, par value \$0.25 per share	500,000 shares	\$29.49	\$14,745,000.00	\$1,913.90

- (1) Pursuant to Rule 416, this Registration Statement also covers an indeterminate number of additional shares of Common Stock that may be offered or sold as a result of any adjustments based on stock splits, stock dividends or similar events provided under the MTS Systems Corporation 2017 Stock Incentive Plan, as amended.
- (2) Pursuant to Rules 457(c) and 457(h)(1), the per share price is estimated, solely for the purpose of determining the registration fee, based upon the average of the high and low prices for such common stock on March 11, 2020 as reported by The Nasdaq Stock Market, LLC.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The purpose of this Registration Statement is to register 500,000 additional shares of common stock of MTS Systems Corporation (the “Company”) for issuance under the MTS Systems Corporation 2017 Stock Incentive Plan, as amended. This Registration Statement is submitted by the Company in accordance with General Instruction E to Form S-8 regarding registration of additional securities, and pursuant to such instruction, the contents of the Registration Statement on [Form S-8](#), Reg. No. 333-218556, are incorporated herein by reference, except for Item 8, Exhibits.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following are filed as exhibits to this Registration Statement on Form S-8:

Exhibit Number	Description
5.1	Opinion of Fredrikson & Byron, P.A.
23.1	Consent of KPMG LLP.
23.2	Consent of Fredrikson & Byron, P.A. (included in Exhibit 5.1).
24.1	Power of Attorney, incorporated by reference to Exhibit 24.1 to the Company’s Registration Statement on Form S-8 (Reg. No. 333-218556) filed with the SEC on June 7, 2017.
99.1*	MTS Systems Corporation 2017 Stock Incentive Plan, incorporated by reference to Annex A of the Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on April 25, 2017.
99.2*	First Amendment to MTS Systems Corporation 2017 Stock Incentive Plan, incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on February 13, 2020.

* Denotes a management contract or compensatory plan or arrangement.

FREDRIKSON & BYRON, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, Minnesota 55402
Telephone: (612) 492-7000
Facsimile: (612) 492-7077

March 17, 2020

MTS Systems Corporation
14000 Technology Drive
Eden Prairie, Minnesota 55344

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as corporate counsel to MTS Systems Corporation (the “**Company**”) in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”) to register 500,000 additional shares (plus any additional shares as described in footnote (1) to the Calculation of Registration Fee table) (the “**Shares**”) of Common Stock, par value \$0.25, of the Company, which we have been advised by the Company may be issued from time to time pursuant to the MTS Systems Corporation 2017 Stock Incentive Plan (the “**Plan**”).

In acting as such counsel and for the purpose of rendering this opinion, we have reviewed copies of the following, as presented, and represented as being such, to us by the Company: (i) the Company’s Restated and Amended Articles of Incorporation; (ii) the Company’s Amended and Restated Bylaws; (iii) certain corporate resolutions adopted by the Board of Directors and shareholders of the Company pertaining to approval of the addition of the Shares to the Plan; (iv) the Plan; and (v) the Registration Statement. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original of all documents submitted to us as copies thereof.

Based on, and subject to, the foregoing and upon representations and information provided by the Company or its officers or directors or by public officials or their staffs, it is our opinion as of this date that, upon issuance and delivery of the Shares against receipt by the Company of the consideration for the Shares pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable. This opinion is limited to the laws of the State of Minnesota.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

Fredrikson & Byron, P.A.

By: /s/ Amanda K. Lorentz

Amanda K. Lorentz
Vice President

Consent of Independent Registered Public Accounting Firm

The Board of Directors
MTS Systems Corporation

We consent to the use of our reports dated November 25, 2019, with respect to the consolidated balance sheets of MTS Systems Corporation and subsidiaries as of September 28, 2019 and September 29, 2018, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the fiscal years in the three-year period ended September 28, 2019, and the related notes and financial statement schedule; and the effectiveness of internal control over financial reporting as September 28, 2019 which appear in the September 28, 2019 annual report on Form 10-K of MTS Systems Corporation.

Our report dated November 25, 2019 on the consolidated financial statements refers to a change in the Company's method of accounting for revenue recognition due to the adoption of FASB Accounting Standards Codification Topic 606, *Revenue from Contracts with Customers*.

Our report dated November 25, 2019 on the effectiveness of internal control over financial reporting as of September 28, 2019 contains an explanatory paragraph that states the Company excluded E2M and Endevco from its assessment of internal control over financial reporting as of September 28, 2019. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of E2M and Endevco.

/s/ KPMG LLP

Minneapolis, Minnesota
March 17, 2020