

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

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

APERGY CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-3066826
(I.R.S. Employer
Identification No.)

**2445 Technology Forest Blvd.
Building 4, Floor 12
The Woodlands, Texas**
(Address of Principal Executive Offices)

77381
(Zip Code)

Apergy Corporation Amended and Restated 2018 Equity and Cash Incentive Plan
(Full title of the plan)

Julia Wright
Senior Vice President, General Counsel & Secretary
Apergy Corporation
2445 Technology Forest Blvd., Bldg. 4, Fl. 12
The Woodlands, Texas 77381
(Name and address of agent for service)

(281) 403-5772
(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	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input 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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee (3)
Common Stock, par value \$0.01 per share	9,682,586 shares	\$6.66	\$64,486,022.80	\$8,370.29

(1) Represents shares of common stock, par value \$0.01 per share (the "Common Stock"), of Apergy Corporation (the "Registrant") issuable under the Apergy Corporation Amended and Restated 2018 Equity and Cash Incentive Plan (the "Plan") in respect of restricted stock units and options in connection with the Registrant's acquisition of ChampionX Holding Inc. See "Explanatory Note" on the following page.

- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also registers such number of additional shares of Common Stock as may be offered pursuant to the terms of the Plan, which provides for a change in the number or class of securities being offered or issued to prevent dilution as a result of stock splits, stock dividends or similar transactions.
 - (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, based on (a) in the case of 2,357,733 shares issuable in respect of restricted stock units, the average of the high and low sales prices of a share of Common Stock, which was \$8.66 per share, as reported in the consolidated reporting system on May 27, 2020, which date is within five business days prior to filing this Registration Statement, and (b) in the case of 7,324,853 shares issuable in respect of options, the weighted average exercise prices for such options, which was \$6.01 per share.
-
-

Explanatory Note

Apergy Corporation (the “Registrant”) has filed this Registration Statement on Form S-8 to register an aggregate of 9,682,586 shares of common stock, par value \$0.01 per share (the “Common Stock”), of Apergy Corporation (the “Registrant”) issuable under the Apergy Corporation Amended and Restated 2018 Equity and Cash Incentive Plan (the “Plan”), in connection with assumption by the Registrant of certain outstanding equity awards held by employees of ChampionX (as defined below) at the effective time of the merger contemplated by the Agreement and Plan of Merger and Reorganization (the “Merger Agreement”) entered into as of December 18, 2019, by and among Ecolab Inc. (“ECL”), ChampionX Holding Inc., a wholly owned subsidiary of ECL (“ChampionX”), the Registrant, and Athena Merger Sub Inc., a wholly owned subsidiary of the Registrant (“Merger Sub”), and the Employee Matters Agreement (the “Employee Matters Agreement”) entered into as of December 18, 2019, by and among, ECL, ChampionX, and the Registrant, as amended, in each case, subject to the terms and conditions of the Merger Agreement and Employee Matters Agreement.

In accordance with Instruction E to Form S-8, the shares registered on this Registration Statement are in addition to the shares previously registered on Registration Statements on Form S-8 filed with the Securities and Exchange Commission (“SEC”) with respect to the Apergy Corporation 2018 Equity and Cash Incentive Plan (the “2018 Plan”) on May 14, 2018 ([Registration No. 333-224926](#)) and the amendment and restatement of the 2018 Plan on June 3, 2020 (Registration No. 333-238903), the contents of which are, to the extent not modified herein, hereby incorporated by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index below and are incorporated herein by reference.

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of Apergy Corporation, incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on May 11, 2018.
4.2	Amended and Restated By-Laws of Apergy Corporation, incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed with the SEC on May 11, 2018.
4.3	Apergy Corporation Amended and Restated 2018 Equity and Cash Incentive Plan, incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on May 14, 2020.
4.4	Employee Matters Agreement, dated as of December 18, 2019, by and among Ecolab Inc., ChampionX Holding Inc. and Apergy Corporation (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on December 20, 2019).
5.1*	Opinion of Weil, Gotshal & Manges LLP.
23.1*	Consent of Weil, Gotshal & Manges LLP (included in its opinion filed as Exhibit 5.1).
23.2*	Consent of PricewaterhouseCoopers LLP
24.1*	Powers of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 city of The Woodlands, State of Texas, on June 3, 2020.

APERGY CORPORATION

By: /s/ Sivasankaran Somasundaram

Name: Sivasankaran Somasundaram

Title: President and Chief Executive Officer

POWERS OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears immediately below hereby constitutes and appoints Sivasankaran Somasundaram, Jay A. Nutt and Julia Wright, and each or any of them, his or her true and lawful attorneys-in-fact and agents, 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 indicated below, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any other act and thing requisite and necessary to be done, 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 her 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>
<u>/s/ Sivasankaran Somasundaram</u> Sivasankaran Somasundaram	President, Chief Executive Officer and Director (principal executive officer)	June 3, 2020
<u>/s/ Jay A. Nutt</u> Jay A. Nutt	Senior Vice President, Chief Financial Officer and Acting Controller (principal financial officer and controller)	June 3, 2020
<u>/s/ Mamatha Chamarthi</u> Mamatha Chamarthi	Director	June 3, 2020
<u>/s/ Kenneth M. Fisher</u> Kenneth M. Fisher	Director	June 3, 2020
<u>/s/ Gary P. Luquette</u> Gary P. Luquette	Director	June 3, 2020
<u>/s/ Daniel W. Rabun</u> Daniel W. Rabun	Chairman of the Board of Directors	June 3, 2020
<u>/s/ Stephen M. Todd</u> Stephen M. Todd	Director	June 3, 2020
<u>/s/ Stephen K. Wagner</u> Stephen K. Wagner	Director	June 3, 2020

Well, Gotshal & Manges LLP

767 Fifth Avenue
New York, NY 10153-0119
+1 212 310 8000 tel
+1 212 310 8007 fax

June 3, 2020

Apergy Corporation
2445 Technology Forest Blvd
Building 4, Floor 12
The Woodlands, Texas 77381

Ladies and Gentlemen:

We have acted as counsel to Apergy Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance of an additional 9,682,586 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), pursuant to the Apergy Corporation Amended and Restated 2018 Equity and Cash Incentive Plan (the "Plan"), in connection with assumption by the Company of certain outstanding equity awards ("Assumed Awards") held by employees of ChampionX (as defined below) at the effective time of the merger contemplated by the Agreement and Plan of Merger and Reorganization (the "Merger Agreement") entered into as of December 18, 2019, by and among Ecolab Inc. ("ECL"), ChampionX Holding Inc., a wholly owned subsidiary of ECL ("ChampionX"), the Company, and Athena Merger Sub Inc., a wholly owned subsidiary of the Company ("Merger Sub"), and the Employee Matters Agreement (the "Employee Matters Agreement") entered into as of December 18, 2019, by and among ECL, ChampionX, and the Company, in each case, subject to the terms and conditions of the Merger Agreement and Employee Matters Agreement.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of: (i) the Amended and Restated Certificate of Incorporation of the Company; (ii) the Amended and Restated By-Laws of the Company; (iii) the Plan, pursuant to which the shares of Common Stock will be issued; (iv) the Registration Statement; (v) the Merger Agreement; and (vi) the Employee Matters Agreement; and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company. We also have assumed that each award agreement setting forth the terms of each of the Assumed Awards is consistent with the Plan and has been duly authorized and validly executed and delivered by the parties thereto.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the 9,682,586 shares of Common Stock being registered for sale under the Plan pursuant to the Registration Statement, have been duly authorized and, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the use of this letter as an exhibit to the Registration Statement and to any and all references to our firm in 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 or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Apergy Corporation of our report dated March 2, 2020 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Apergy Corporation's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP
Houston, TX
June 3, 2020