

BENCHMARK ELECTRONICS INC  
Form S-8  
August 27, 2014

**As filed with the Securities and Exchange Commission on August 27, 2014**

**Registration No. 333-\_\_\_\_\_**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Benchmark Electronics, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**

**74-2211011**

(State or other jurisdiction of  
Incorporation or organization)

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

**3000 Technology Drive**

**77515**

**Angleton, Texas**

(Zip Code)

(Address of Principal Executive Offices)

**Benchmark Electronics, Inc. 2010 Omnibus Incentive Compensation Plan**

(Full title of plan)

**Gayla J. Delly**

**President and Chief Executive Officer**

**3000 Technology Drive**

**Angleton, Texas 77515**

(Name and address of agent for service)

**(979) 849-6550**

(Telephone number, including area code, of agent for service)

Copies to:

**William J. Whelan, Esq.**

**Cravath, Swaine & Moore LLP**

**Worldwide Plaza**

**825 Eighth Avenue**

**New York, New York 10019**

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 "smaller reporting 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"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |

**CALCULATION OF REGISTRATION FEE**

|                     |              | Proposed         | Proposed          |           |
|---------------------|--------------|------------------|-------------------|-----------|
| Title of securities | Amount to be | maximum offering | maximum aggregate | Amount of |

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| to be registered                              | Registered               | price per share        | offering price              | registration fee          |
|---|--------------------------|------------------------|-----------------------------|---------------------------|
| Common Shares, par value<br>\$0.10 per share: | 3,070,000 <sup>(1)</sup> | \$24.33 <sup>(2)</sup> | \$74,693,100 <sup>(2)</sup> | \$9,620.47 <sup>(2)</sup> |

(1) Pursuant to Rule 416, includes any additional shares issuable pursuant to the antidilution provisions of the Benchmark Electronics, Inc. 2010 Omnibus Incentive Compensation Plan (the Plan).

(2) Estimated, pursuant to Rule 457(h), solely for the purpose of calculating the registration fee for the Plan shares not previously registered, based on the average of the high and low sale prices of the Common Shares on the New York Stock Exchange on August 20, 2014, which was \$24.33, for a total maximum offering price of \$74,693,100.

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Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (Registration No. 333-168427) filed with the Securities and Exchange Commission by Benchmark Electronics, Inc. are incorporated herein by reference.

This Registration Statement is filed solely to register additional securities of the same class as the securities registered pursuant to the effective Registration Statement referenced above relating to an employee benefit plan.

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**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 the City of Angleton, State of Texas, on August 26, 2014.

|  |                             |
|--|-----------------------------|
|  | BENCHMARK ELECTRONICS, INC. |
|--|-----------------------------|

|  |                                       |
|--|---------------------------------------|
|  | By: <u>/s/ Gayla J. Delly</u>         |
|  | Gayla J. Delly                        |
|  | President and Chief Executive Officer |
|  |                                       |

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Scott R. Peterson and James H. Walker, and each or either of them, 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 or all amendments (including post-effective amendments) to this Registration Statement under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in-fact and agent, 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 attorney in-fact and agent, 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 of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Name</u>                                    | <u>Position</u>  | <u>Date</u>     |
|--|--|-----------------|
| /s/ Peter G. Dorflinger<br>Peter G. Dorflinger | Chairman of the Board  | August 26, 2014 |
| /s/ Gayla J. Delly<br>Gayla J. Delly           | President, Chief Executive Officer and Director<br>(principal executive officer)   | August 26, 2014 |
| /s/ Donald F. Adam<br>Donald F. Adam           | Chief Financial Officer<br>(principal financial officer and<br>accounting officer) | August 26, 2014 |

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|  |          |                 |
|--|----------|-----------------|
| /s/ Michael R. Dawson<br>Michael R. Dawson   | Director | August 26, 2014 |
| /s/ Douglas G. Duncan<br>Douglas G. Duncan   | Director | August 26, 2014 |
| /s/ Kenneth T. Lamneck<br>Kenneth T. Lamneck | Director | August 26, 2014 |
| /s/ David W. Scheible<br>David W. Scheible   | Director | August 26, 2014 |
| /s/ Bernee D. L. Strom<br>Bernee D. L. Strom | Director | August 26, 2014 |
| /s/ Clay C. Williams<br>Clay C. Williams     | Director | August 26, 2014 |

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| EXHIBIT INDEX |  |  |
|---------------|--|--|
| Exhibit       |  |  |
| <u>Number</u> |  | <u>Description of Exhibit</u>  |
| 5.1           |  | Opinion of Counsel   |
| 23.1          |  | Consent of KPMG LLP  |
| 23.2          |  | Consent of Scott R. Peterson (included in the opinion filed as Exhibit 5.1 hereto)   |
| 24.1          |  | Power of Attorney (contained on the signature page to this Registration Statement)   |
| 99.1          |  | First Amendment to the Benchmark Electronics, Inc. 2010 Omnibus Incentive Compensation Plan (incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement filed on March 28, 2014 (Commission file number 1-10560)) |
|               |  |  |

