

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2025-08-01**  
SEC Accession No. [0001043277-25-000038](#)

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **C. H. ROBINSON WORLDWIDE, INC.**

CIK: [1043277](#) | IRS No.: **411883630** | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: [333-289174](#) | Film No.: **251175250**  
SIC: **4731** Arrangement of transportation of freight & cargo

Mailing Address  
*14701 CHARLSON ROAD  
EDEN PRAIRIE MN 55347*

Business Address  
*14701 CHARLSON ROAD  
EDEN PRAIRIE MN 55347  
9529378500*

As filed with the Securities and Exchange Commission on August 1, 2025

Registration No. 333-

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

**FORM S-8**

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

**C.H. Robinson Worldwide, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**41-1883630**

(IRS Employer Identification No.)

**14701 Charlson Road**

**Eden Prairie, Minnesota 55347**

(Address, including zip code of Principal Executive Offices)

**C.H. Robinson Worldwide, Inc. Amended and Restated 2022 Equity Incentive Plan**

(Full title of the plan)

**Dorothy G. Capers**

**Chief Legal Officer and Secretary**

**14701 Charlson Road**

**Eden Prairie, Minnesota 55347**

**952-937-8500**

(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 of 1934, as amended (the “Exchange Act”).

Large accelerated filer ☒

Non-accelerated filer ☐

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. ☐

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## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8 under the Act, this Registration Statement is filed to register 4,000,000 additional shares of the Common Stock of C.H. Robinson Worldwide, Inc., a Delaware corporation (the “Company”), reserved for issuance for awards granted under the C.H. Robinson Worldwide, Inc. 2022 Equity Incentive Plan (as amended and restated, the “2022 Plan”).

An aggregate of 4,261,884 shares of the Company’s Common Stock was previously registered for issuance under the 2022 Plan pursuant to a Registration Statement on Form S-8 (No. 333-264793) filed with the Securities and Exchange Commission (the “Commission”) on May 9, 2022. Such Registration Statement is currently effective and the contents thereof are incorporated herein by reference except to the extent that such content is superseded by the items appearing below.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 8. Exhibits.

Exhibit Number	Description
4.1	<a href="#">Certificate of Incorporation of the Company (as amended on May 19, 2012, and incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, filed May 15, 2012).</a>
4.2	<a href="#">Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed on November 23, 2022).</a>
5.1*	<a href="#">Opinion of Faegre Drinker Biddle &amp; Reath LLP.</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP, Independent Registered Accounting Firm.</a>
23.2*	<a href="#">Consent of Faegre Drinker Biddle &amp; Reath LLP (included in Exhibit 5.1 to this Registration Statement).</a>
24.1*	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>
99.1	<a href="#">C.H. Robinson Worldwide, Inc. Amended and Restated 2022 Equity Incentive Plan (incorporated by reference to Appendix A to the Company’s Proxy Statement on Schedule 14A, filed on March 25, 2025).</a>
107*	<a href="#">Filing Fee Table.</a>

\* 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 the City of Eden Prairie, State of Minnesota, on August 1, 2025.

C.H. ROBINSON WORLDWIDE, INC.

By: /s/ Dorothy G. Capers  
Dorothy G. Capers  
Chief Legal Officer and Secretary

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## **SIGNATURES AND POWER OF ATTORNEY**

We, the undersigned officers and directors of C.H. Robinson Worldwide, Inc., hereby severally constitute and appoint David P. Bozeman and Dorothy G. Capers, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange 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 or 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 their 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 dates indicated.

Signature	Title	Date
<u>/s/ David P. Bozeman</u> David P. Bozeman	Chief Executive Officer (Principal Executive Officer)	July 28, 2025
<u>/s/ Damon J. Lee</u> Damon J. Lee	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 25, 2025
<u>/s/ Jodee A. Kozlak</u> Jodee A. Kozlak	Chair of the Board	July 24, 2025
<u>/s/ Kermit R. Crawford</u> Kermit R. Crawford	Director	July 23, 2025
<u>/s/ Timothy C. Gokey</u> Timothy C. Gokey	Director	July 28, 2025
<u>/s/ Mark A. Goodburn</u> Mark A. Goodburn	Director	July 29, 2025
<u>/s/ Mary J. Steele Guilfoile</u> Mary J. Steele Guilfoile	Director	July 30, 2025
<u>/s/ Michael H. McGarry</u> Michael H. McGarry	Director	July 23, 2025
<u>/s/ Paige K. Robbins</u> Paige K. Robbins	Director	July 23, 2025
<u>/s/ Paula C. Tolliver</u> Paula C. Tolliver	Director	July 29, 2025

# Calculation of Filing Fee Tables

## Form S-8 (Form Type)

**C.H. Robinson Worldwide, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.10 per share	457(c) and 457(h)	4,000,000 <sup>(2)</sup>	\$102.00 <sup>(3)</sup>	408,000,000	0.00015310	\$62,464.80
Total Offering Amounts					408,000,000		\$62,464.80
Total Fee Offsets							—
Net Fee Due							\$62,464.80

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the C.H. Robinson Worldwide Inc. 2022 Equity Incentive Plan (as amended and restated, the “2022 Plan”) by reason of any stock split, stock dividend or other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of outstanding Common Stock.
- (2) Represents shares of Common Stock being registered for the first time pursuant to the 2022 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is calculated on the basis of \$102.00, the average of the high and low price of the Registrant’s Common Stock as reported on the Nasdaq Stock Market on July 28, 2025, which is within five business days prior to filing of this Registration Statement.



**Faegre Drinker Biddle & Reath LLP**

2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402  
+1 612 766 7000 main  
+1 612 766 1600 fax

August 1, 2025

C.H. Robinson Worldwide, Inc.  
14701 Charlson Road  
Eden Prairie, Minnesota 55347

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to C.H. Robinson Worldwide, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of the Company’s Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), registering the offer and sale of up to 4,000,000 additional shares of the Company’s Common Stock, par value \$0.10 per share (the “Shares”), pursuant to the C.H. Robinson Worldwide, Inc. 2022 Equity Incentive Plan (as amended and restated, the “Plan”).

For purposes of this opinion letter, we have examined the Plan, the Registration Statement, the amended and restated certificate of incorporation, as currently in effect, and the amended and restated bylaws, as currently in effect, of the Company, the resolutions of the Company’s board of directors authorizing the issuance of the Shares and such corporate and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of statutes as we have deemed relevant and necessary in connection with the opinions hereinafter expressed. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, of officers and representatives of the Company and of others, without any independent verification thereof.

In our examination, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based on and subject to the foregoing and to the other qualifications, assumptions and limitations set forth herein, we are of the opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the Plan and that, when (a) the Shares have been issued and sold as contemplated in the Registration Statement and related prospectus and in accordance with the Plan, and (b) the consideration for the Shares specified in the Plan has been received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We are admitted to the practice of law in the State of Minnesota.

This opinion speaks only as of the date the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion thereafter. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

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C.H. Robinson Worldwide, Inc.

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August 1, 2025

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

Yours very truly,

FAEGRE DRINKER BIDDLE & REATH LLP

By: /s/ Amy C. Seidel  
Amy C. Seidel

**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 14, 2025, relating to the financial statements of C.H. Robinson Worldwide, Inc. and subsidiaries, and the effectiveness of C.H. Robinson Worldwide, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of C.H. Robinson Worldwide, Inc. for the year ended December 31, 2024.

*/s/ Deloitte & Touche LLP*  
Minneapolis, Minnesota

August 1, 2025

**Submission****Aug. 01, 2025****Submission [Line Items]**Central Index Key

0001043277

Registrant Name

C.H. Robinson Worldwide, Inc.

Form Type

S-8

Submission Type

S-8

Fee Exhibit Type

EX-FILING FEES

## Offerings - Offering: 1

Aug. 01, 2025

USD (\$)

shares

### Offering:

Fee Previously Paid false

Other Rule true

Security Type Equity

Security Class Title Common Stock, par value \$0.10 per share

Amount Registered | shares 4,000,000

Proposed Maximum Offering Price per Unit 102.00

Maximum Aggregate Offering Price \$ 408,000,000

Fee Rate 0.01531%

Amount of Registration Fee \$ 62,464.8

### Offering Note

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the C.H. Robinson Worldwide Inc. 2022 Equity Incentive Plan (as amended and restated, the "2022 Plan") by reason of any stock split, stock dividend or other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of outstanding Common Stock.
- (2) Represents shares of Common Stock being registered for the first time pursuant to the 2022 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is calculated on the basis of \$102.00, the average of the high and low price of the Registrant's Common Stock as reported on the Nasdaq Stock Market on July 28, 2025, which is within five business days prior to filing of this Registration Statement.

**Fees Summary****Aug. 01, 2025  
USD (\$)****Fees Summary [Line Items]**

<u>Total Offering</u>	\$ 408,000,000
<u>Total Fee Amount</u>	62,464.8
<u>Total Offset Amount</u>	0
<u>Net Fee</u>	\$ 62,464.8

















