

---

---

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

---

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

**SPX TECHNOLOGIES, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**88-3567996**  
(I.R.S. Employer  
Identification Number)

**6325 Ardrey Kell Road, Suite 400**  
**Charlotte, North Carolina 28277**  
(Address and telephone number of Registrant's principal executive offices)

**SPX RETIREMENT SAVINGS AND STOCK OWNERSHIP PLAN**

(Full title of the plans)

**John W. Nurkin**  
**Vice President, General Counsel and Secretary**  
**6325 Ardrey Kell Road, Suite 400**  
**Charlotte, NC 28277**  
**(980) 474-3700**  
(Name, address and telephone number of agent for service)

Copies to:  
**Doreen E. Lilienfeld**  
**Shearman & Sterling LLP**  
**599 Lexington Avenue**  
**New York, New York 10022**  
**(212) 848-7171**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or 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. (Check one):

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.

---

---

## EXPLANATORY NOTE

SPX Technologies, Inc., a Delaware corporation (the “Registrant”), is filing this registration statement on Form S-8 (this “Registration Statement”) pursuant to, and in accordance with, General Instruction E of Form S-8 to register additional value for the issuance of shares of the Registrant pursuant to the SPX Retirement Savings and Stock Ownership Plan (the “Plan”).

SPX Corporation (“SPXC”) has earlier filed registration statements on Form S-8 (File Nos. [333-186817](#), [333-139351](#), [333-106897](#), [333-69252](#), [333-70245](#) and [333-29843](#)) with the Securities and Exchange Commission (the “Commission”) on February 22, 2013, December 14, 2006, July 9, 2003, September 10, 2001, January 7, 1999, and June 23, 1997, respectively, each relating to the Plan (together, the “Earlier Registration Statements”). The Registrant subsequently filed post-effective amendments to the Earlier Registration Statements on Form S-8 as the successor issuer to SPXC in connection with the reorganization of SPXC into a new holding company structure.

In accordance with General Instruction E of Form S-8, the contents of the Earlier Registration Statements are hereby incorporated by reference. Only those items of this Registration Statement containing new information not contained in the Earlier Registration Statements are presented herein.

---

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference to this Registration Statement:

- (a) [SPXC's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on February 25, 2022](#), including portions of the Definitive Proxy Statement on [Schedule 14A specifically incorporated by reference into the Form 10-K, filed with the Securities and Exchange Commission on March 29, 2022](#);
- (b) [SPXC's Annual Report on Form 11-K for the Retirement Plan for the fiscal year ended December 31, 2021, filed with the Commission on June 16, 2022](#);
- (c) SPXC's Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2022](#) and [June 30, 2022](#), respectively;
- (d) Each of SPXC's Current Reports on Form 8-K filed on [February 23, 2022](#), [May 4, 2022](#), [May 11, 2022](#), [August 5, 2022](#) and [August 9, 2022](#); and
- (e) The Registrant's Registration Statement on [Form 8-K, including the description of the Registrant's Common Stock contained in Exhibit 99.1 thereto, filed on August 15, 2022](#), including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934, as amended (the "[Exchange Act](#)"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing or furnishing of such documents; provided, however, that information deemed to have been furnished and not filed shall not be deemed to be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall 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 shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

---

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on August 15, 2022).</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference from Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on August 15, 2022).</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Shearman &amp; Sterling LLP.</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of Shearman &amp; Sterling LLP (contained in Exhibit 5.1).</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of Deloitte &amp; Touche LLP.</u></a>
<a href="#"><u>23.3*</u></a>	<a href="#"><u>Consent of Plante &amp; Moran PLLC.</u></a>
<a href="#"><u>24.1*</u></a>	<a href="#"><u>Power of Attorney (contained on the signature page hereto).</u></a>
<a href="#"><u>107.1*</u></a>	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith.

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Charlotte, State of North Carolina, on August 23, 2022.

SPX TECHNOLOGIES, INC.  
(Registrant)

By: /s/ John W. Nurkin

Name: John W. Nurkin

Title: Vice President, General Counsel and Secretary

---

*The Retirement Plan.* Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on August 23, 2022.

SPX RETIREMENT SAVINGS AND STOCK OWNERSHIP PLAN

By: SPX Retirement and Welfare Plan Administrative Committee

/s/ James E. Harris

Name: James E. Harris

Title: Vice President, Chief Financial Officer and Treasurer, SPX Technologies, Inc., and Member of the SPX Retirement and Welfare Plan Administrative Committee

---

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eugene J. Lowe, III and John W. Nurkin, and each 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, to sign, execute and file this Registration Statement and any amendments (including, without limitation, post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents required to be filed with respect therewith, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith 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 such attorneys-in-fact and agents or his or her or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, as amended, this Registration Statement has been signed below by the following persons in the indicated capacities on August 23, 2022.

<b><u>Signature</u></b>	<b><u>Title</u></b>
<u>/s/ Eugene J. Lowe, III</u> Eugene J. Lowe, III	President and Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ James E. Harris</u> James E. Harris	Chief Financial Officer, Vice President and Treasurer (Principal Financial Officer)
<u>/s/ Michael A. Reilly</u> Michael A. Reilly	Chief Accounting Officer, Vice President of Finance and Corporate Controller (Principal Accounting Officer)
<u>/s/ Patrick J. O'Leary</u> Patrick J. O'Leary	Director
<u>/s/ Ricky D. Puckett</u> Ricky D. Puckett	Director
<u>/s/ David A. Roberts</u> David A. Roberts	Director
<u>/s/ Ruth G. Shaw</u> Ruth G. Shaw	Director
<u>/s/ Robert B. Toth</u> Robert B. Toth	Director
<u>/s/ Tina L. Utley</u> Tana L. Utley	Director
<u>/s/ Meenal A. Sethna</u> Meenal A. Sethna	Director
<u>/s/ Angel Shelton Willis</u> Angel Shelton Willis	Director

---

## SHEARMAN &amp; STERLING LLP

599 LEXINGTON AVENUE  
NEW YORK, NY 10022-6069  
+1.212.848.4000

August 23, 2022

SPX Technologies, Inc.  
6325 Ardrey Kell Road  
Suite 400  
Charlotte, NC 28277

Ladies and Gentlemen:

We are acting as counsel for SPX Technologies, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company of the registration statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to a number of shares of common stock, par value \$0.01 per share, of the Company (the "Shares") equal to \$100,000,000, reserved for issuance under the SPX Retirement Savings and Stock Ownership Plan (the "Plan") to be offered or sold pursuant to the Plan. In connection with the foregoing, we have reviewed originals or copies identified to our satisfaction of the following documents:

- (a) The Registration Statement;
- (b) The certificate of incorporation and by-laws of the Company, in each case as amended; and
- (c) Originals or copies of such other corporate records of the Company, certificates of public officials and of officers of the Company, and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that authorized but not previously issued Shares that may be delivered under the Plan have been duly authorized by the Company and, when (a) issued and delivered by the Company in accordance with the terms of the Plan and (b) paid for in full in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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 Commission thereunder.

Very truly yours,

/s/ Shearman & Sterling LLP

\_\_\_\_\_  
Shearman & Sterling LLP

---



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2022 relating to the financial statements of SPX Corporation and the effectiveness of SPX Corporation's internal control over financial reporting, appearing in the annual report on Form 10-K of SPX Corporation for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP  
Charlotte, North Carolina  
August 23, 2022

---

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 16, 2022, relating to the financial statements of SPX Corporation Retirement Savings and Stock Ownership Plan for the year ended December 31, 2021.

/s/ Plante & Moran, PLLC

Clinton Township, Michigan  
August 23, 2022

---

## CALCULATION OF FILING FEE TABLE

S-8  
(Form Type)

**SPX Technologies, 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	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share <sup>(1)</sup>	17 C.F.R. § 230.457(o)	(2)	(2)	\$ 100,000,000	\$92.70 per \$1,000,000	\$ 9,270
<b>Total Offering Amounts</b>					\$ 100,000,000	\$92.70 per \$1,000,000	\$ 9,270
<b>Total Fee Offsets</b>							\$ 0
<b>Net Fee Due</b>							\$ 9,270

1. Together with an indeterminable number of additional securities in order to adjust the number of securities reserved for issuance pursuant to the Plan as the result of stock split, stock dividend or similar transaction affecting the Common Stock, pursuant to 17 C.F.R. § 230.416(a).
2. Pursuant to 17 C.F.R. § 230.457(o), the maximum aggregate offering price of the Common Stock offered hereunder will be \$100,000,000. The number of shares and the offering price per share cannot be determined at this time.