

HARLEY DAVIDSON INC  
Form S-8 POS  
December 19, 2018

As filed with the Securities and Exchange Commission on December 18, 2018  
Registration No. 333-75347

---

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

POST-EFFECTIVE AMENDMENT NO. 1

to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
HARLEY-DAVIDSON, INC.

(Exact name of registrant as specified in its charter)

Wisconsin	39-1382325
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3700 West Juneau Avenue	53208
Milwaukee, Wisconsin	
(Address of Principal Executive Offices)	(Zip Code)

Harley-Davidson, Inc. 1998 Non-Exempt Employee Stock Option Plan  
(Full title of the plan)

Paul J. Jones  
Vice President and Chief Legal Officer  
3700 West Juneau Avenue  
Milwaukee, Wisconsin 53208  
(414) 342-4680  
(Name, address and telephone number of agent for service)

with a copy to:  
Patrick G. Quick  
Foley & Lardner LLP  
777 East Wisconsin  
Avenue  
Milwaukee, Wisconsin  
53202  
(414) 271-2400

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 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"/> (Do not check if a smaller reporting company)	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. o

1

---

EXPLANTORY NOTE

On March 31, 1999, Harley-Davidson, Inc. (the "Registrant") filed with the Securities and Exchange Commission a registration statement on Form S-8, Registration No. 333-75347 (the "Registration Statement"), to register the following securities under the Harley-Davidson, Inc. 1998 Non-Exempt Employee Stock Option Plan: (1) 30,000 shares of the Registrant's common stock, par value \$0.01 per share, and (2) 3,750 preferred stock purchase rights. This Post-Effective Amendment No. 1 ("Amendment") is being filed to deregister all shares of common stock and preferred stock purchase rights registered on the Registration Statement that have not been sold as of the date this Amendment is filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on this 18th day of December, 2018.

HARLEY-DAVIDSON, INC.

By: /s/ Paul J. Krause \_\_\_\_\_  
Paul J. Krause  
Assistant Secretary

Note: In reliance upon Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment No. 1.