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

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

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**FERGUSON PLC**

(Exact name of registrant as specified in its charter)

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**Jersey, Channel Islands**  
(State or other jurisdiction of  
incorporation or organization)

**98-1499339**  
(I.R.S. Employer  
Identification No.)

**1020 Eskdale Road, Winnersh Triangle,  
Wokingham, Berkshire, United Kingdom**  
(Address of Principal Executive Offices)

**RG41 5TS**  
(Zip Code)

**Ferguson Non-Employee Director Incentive Plan 2022**  
(Full title of the plan)

**Kevin Murphy**  
**Chief Executive Officer**  
**Ferguson plc**

**c/o 1020 Eskdale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5TS, United Kingdom**  
**Telephone: +44 (0) 118 927 3800**

(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

**Sophia Hudson, P.C.**  
**Julia Danforth**  
**Kirkland & Ellis LLP**  
**601 Lexington Avenue**  
**New York, New York 10022**  
**(212) 446-4800**

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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

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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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

This registration statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an aggregate of 250,000 ordinary shares of 10 pence (the “Ordinary Shares”), of Ferguson plc (the “Registrant”) available for issuance to eligible persons under the Ferguson Non-Employee Director Incentive Plan 2022 (the “Plan”). The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 will be sent or given to eligible participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not required to be, and are not, filed with the Commission, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

The written statement required by Item 2 of Part I is included in documents that will be delivered to participants in the Plan pursuant to Rule 428(b) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents, which have been filed by the Registrant with the Commission, are incorporated in this Registration Statement by reference:

(a) The Registrant’s Annual Report on [Form 10-K](#) filed with the Commission on September 27, 2022 (the “Annual Report”);

(b) The Registrant’s Current Reports on Form 8-K (other than portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits accompanying such reports that are related to such items) filed with the Commission on [October 7, 2022](#), [October 13, 2022](#), [October 25, 2022](#), [October 27, 2022](#), [November 10, 2022](#), [November 21, 2022](#), [November 22, 2022](#) and [December 1, 2022](#); and

(c) The description of the Registrant’s Ordinary Shares contained in the Registrant’s Registration Statement on [Form 20-F](#) filed with the Commission on February 12, 2021, as updated by the description of the Registrant’s Ordinary Shares filed as [Exhibit 4.1](#) to the Annual Report, including any amendment or report filed for the purposes of updating, changing or otherwise modifying such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), but 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 of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement unless and to the extent expressly set forth therein.

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 which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Articles of Association of the Registrant provide that the Registrant shall indemnify every director or other officer of the Registrant (other than any person (whether an officer or not) engaged by the Registrant as auditor) out of its assets against any liability incurred by him or her for negligence, default, breach of duty, breach of trust or otherwise in relation to the affairs of the Registrant. The extent of such indemnities shall be limited in accordance with the provisions of the Jersey Companies Law, as amended (“Jersey Companies Law”).

Generally, the Jersey Companies Law permits exemption from liability and indemnity of directors and officers for liabilities (i) incurred in defending any civil or criminal legal proceedings, where the judgment is given in the person’s favor or the person is acquitted, the proceedings are discontinued other than by reason of such person giving some benefit or suffering some detriment, or the proceedings are settled on terms that such person gives some benefit or suffers some detriment but in the opinion of a majority of the disinterested directors, the person was substantially successful on the merits in the person’s resistance to the proceedings, (ii) incurred to anyone other than to the company if the person acted in good faith with a view to the best interests of the company, (iii) incurred in connection with an application made to the court for relief from liability for negligence, default, breach of duty or breach of trust under Article 212 of the Jersey Companies Law in which relief is granted to the person by the court, or (iv) incurred in a case in which the company normally maintains insurance for persons other than directors. The Jersey Companies Law does not contain any provision permitting Jersey companies to limit the liabilities for breach of fiduciary duty.

The Registrant has entered into a deed of indemnity with each of its directors. Except as prohibited by applicable law, these deeds of indemnity may require the Registrant, among other things, to indemnify its directors for certain expenses, including attorneys’ fees, costs and expenses incurred by such directors with the prior written consent of the Registrant in any action or proceeding arising out of their service as a director of the Registrant, or one of its subsidiaries.

The Registrant maintains directors and officers insurance coverage, which, subject to policy terms and limitations, is expected to include coverage to reimburse the Registrant for amounts that it may be required or permitted by law to pay directors or officers of the Registrant.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#"><u>Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K, filed with the Commission on December 1, 2022).</u></a>
5.1*	<a href="#"><u>Opinion of Carey Olsen Jersey LLP.</u></a>

- 23.1\* [Consent of Deloitte LLP.](#)
- 23.2\* [Consent of Carey Olsen Jersey LLP \(included as part of the opinion filed as Exhibit 5.1 hereto and incorporated herein by reference\).](#)
- 24.1\* [Power of Attorney \(contained on signature page hereto\).](#)
- 99.1 [Ferguson Non-Employee Director Incentive Plan 2022 \(incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on December 1, 2022\).](#)
- 99.2 [Form of Restricted Stock Unit Award Agreement Pursuant to the Ferguson Non-Employee Director Incentive Plan 2022 \(incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K, filed with the Commission on December 1, 2022\).](#)
- 107\* [Filing Fee Table](#)

\* Filed herewith.

#### **Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**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 London, United Kingdom, as of the 2nd day of December, 2022.

FERGUSON PLC

By: /s/ William Brundage

Name: William Brundage

Title: Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT that each person whose signature appears below hereby constitutes and appoints Kevin Murphy and William Brundage as his or her true and lawful attorneys-in-fact and agents, with full power of substitution, resubstitution and revocation for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments or post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys and agents full power and authority to do any and all acts and things necessary or advisable in connection with such matters, and hereby ratifying and confirming all that the attorneys and agents, 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 indicated as of the 2nd day of December, 2022.

Signature	Title
<u>/s/ Kevin Murphy</u> Kevin Murphy	Chief Executive Officer and Executive Director <i>(Principal Executive Officer)</i>
<u>/s/ William Brundage</u> William Brundage	Chief Financial Officer and Executive Director <i>(Principal Financial Officer)</i>
<u>/s/ Richard Winckler</u> Richard Winckler	Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<u>/s/ Geoffrey Drabble</u> Geoffrey Drabble	Chairman
<u>/s/ Kelly Baker</u> Kelly Baker	Director
<u>/s/ Catherine Halligan</u> Catherine Halligan	Director
<u>/s/ Brian May</u> Brian May	Director
<u>/s/ Alan Murray</u> Alan Murray	Director
<u>/s/ Thomas Schmitt</u> Thomas Schmitt	Director
<u>/s/ Nadia Shouraboura</u> Nadia Shouraboura	Director
<u>/s/ Suzanne Wood</u> Suzanne Wood	Director



**CAREY OLSEN**

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St Helier  
Jersey JE1 0BD  
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T +44 (0)1534 888900  
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Our ref JMW/KAT/1025805/0004/J20703951v6J2070385V1  
Your ref

Ferguson plc  
13 Castle Street  
St Helier  
Jersey  
JE1 1ES

2 December 2022

Dear Sirs

**Ferguson plc (the “Company”): registration of ordinary shares under the U.S. Securities Act of 1933, as amended (the “Securities Act”)  
Ferguson Non-Employee Director Incentive Plan 2022 (as may be amended from time to time, the “Plan”)**

1. **BACKGROUND**

We have acted as Jersey legal advisers to the Company in connection with the registration statement on Form S-8 dated 2 December 2022 (the “**Form S-8**”) relating to the Plan.

2. **DOCUMENTS EXAMINED**

2.1 For the purposes of this opinion we have examined and relied upon copies of the following documents:

- 2.1.1 the form of the Plan approved by the board of directors of the Company on 23 September 2022 and the shareholders of the Company on 30 November 2022;
- 2.1.2 the Form S-8 in the form in which it is to be filed with the U.S. Securities and Exchange Commission (the “**Commission**”);
- 2.1.3 the public records of the Company available for inspection on the web-site of the Registrar of Companies in Jersey (the “**Registrar of Companies**”) on the date of this opinion, at the time we carried out such inspection (the “**Public Records**”);
- 2.1.4 a copy of the certificate of incorporation of the Company;
- 2.1.5 the memorandum and articles of association of the Company in force as at the date of this opinion; and

Carey Olsen Jersey LLP is registered as a limited liability partnership in Jersey with registered number 80.

BERMUDA BRITISH VIRGIN ISLANDS CAYMAN ISLANDS GUERNSEY JERSEY  
CAPE TOWN HONG KONG LONDON SINGAPORE

[careyolsen.com](http://careyolsen.com)

- 2.1.6 the certificate of the secretary of the Company addressed to us and dated 30 November 2022 (the “**Opinion Certificate**”).
- 2.2 For the purposes of this opinion, we have not undertaken any exercise that is not described in this opinion.
- 2.3 In this opinion:
- 2.3.1 “**Awards**” means any restricted stock units, awards or other rights to acquire Plan Shares (as defined below) granted under the Plan to a Participant (as defined below);
- 2.3.2 “**non-assessable**” means, in relation to any Plan Shares (as defined below), that no further sum shall be payable by a holder of those Plan Shares in respect of the issue price of those Plan Shares pursuant to any Awards made under the Plan;
- 2.3.3 “**Participants**” the persons granted any Awards under the Plan (each such person being a “**Participant**”); and
- 2.3.4 “**Plan Shares**” means ordinary shares of par value £0.10 in the capital of the Company which may be issued or transferred to a Participant pursuant to, or in connection with, the Awards made or to be made under the Plan.
- 2.4 In this opinion, headings are for convenience only and do not affect its interpretation.

### 3. **ASSUMPTIONS**

- 3.1 In giving this opinion, we have assumed:
- 3.1.1 that the Plan has been, and will at all times be, operated in accordance with its terms;
- 3.1.2 that the Company’s board of directors (or a duly authorised committee or such persons as a duly authorised committee may appoint in accordance with the terms of the Plan):
- (a) will duly authorise and grant all Awards relating to the Plan Shares to be granted; and
  - (b) will resolve to satisfy all Awards relating to the Plan Shares to be granted by the Company in a manner consistent with their fiduciary duties and in accordance with the terms of the Plan and the Company’s articles of association;
- 3.1.3 that a meeting of the Company’s board of directors (or a duly authorised committee thereof) has been, or will be, duly convened and held at which it was, or will be, resolved to allot and issue, or (where applicable) approve the transfer of, the Plan Shares to the relevant Participant in accordance with the terms of the Plan and the Company’s articles of association;

- 3.1.4 that no allotment and issue of Plan Shares will result, or have resulted, in any limit on the number of shares the Company is permitted to issue pursuant to its memorandum of association being exceeded (it being noted that, as at the date of this opinion, the memorandum of association of the Company permits it to issue an unlimited number of shares);
  - 3.1.5 that each party (other than the Company as a matter of Jersey law) has or had at the relevant time the necessary capacity, power, authority and intention and has or had at the relevant time obtained all necessary agreements, consents, licences or qualifications (whether as a matter of any law or regulation applicable to it or any contractual or other obligation binding upon it) to enter into the documents to which it is a party and that each such party (other than the Company as a matter of Jersey law) has duly authorised, executed and delivered those documents and that those documents have been duly dated;
  - 3.1.6 that where we have examined drafts, the drafts as executed does not differ in any material respect from the drafts that we have examined;
  - 3.1.7 the genuineness and authenticity of all signatures, initials, stamps and seals on all documents and the completeness and conformity to original documents of all copies examined by us;
  - 3.1.8 that there is no provision of the law or regulation of any jurisdiction other than Jersey that would have any adverse implication in relation to the opinions expressed in this opinion;
  - 3.1.9 that all documents or information required to be filed or registered by or in relation to the Company with the Registrar of Companies have been so filed or registered and appear on the Public Records and are accurate and complete;
  - 3.1.10 the accuracy, correctness and completeness of the Opinion Certificate and of all statements as to matters of fact contained in the Plan, as at the date of this opinion; and
  - 3.1.11 that each of the above assumptions is accurate at the date of this opinion, and has been and will be accurate at all other relevant times.
- 3.2 We have not independently verified the above assumptions.

#### 4. **OPINION**

- 4.1 As a matter of Jersey law and based on, and subject to, the assumptions, limitations and qualification set out in this opinion, we are of the opinion that:
- 4.1.1 in relation to any Plan Shares that are to be allotted and issued to a Participant under the Plan in settlement of the Awards, upon the:
    - (a) receipt in full by the Company of all amounts payable by the Participant under the Plan in respect of the Awards and/or the Plan Shares; and

- (b) entry of the name of the Participant as the holder of those Plan Shares in the Company's register of members, those Plan Shares will be validly issued, fully paid and non-assessable; and
- 4.1.2 in relation to any Plan Shares to be transferred to a Participant under the Plan in settlement of the Awards, upon the:
- (a) receipt in full by the Company of all amounts payable by the Participant under the Plan in respect of the Awards and/or the Plan Shares; and
  - (b) entry of the name of the Participant as the holder of those Plan Shares in the Company's register of members, the Participant will be the legal owner of those Plan Shares and those Plan Shares will be validly issued, fully paid and non-assessable.

5. **QUALIFICATION**

The register of members of a Jersey company is prima facie evidence of any matters which are by the Companies (Jersey) Law 1991, as amended (the "CJL") directed or authorised to be inserted in it. The CJL requires that the register of members of a Jersey company includes, amongst other things, the name and address of every member and, where he or she is a member because he or she holds shares in the company, the number of shares held by the member and, in the case of shares which are not fully paid, the amount remaining unpaid on each share.

6. **JERSEY LAW**

This opinion is limited to matters of, and is interpreted in accordance with, Jersey law as at the date of this opinion. We express no opinion with respect to the laws of any other jurisdiction. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may come to our attention or any changes in law which may occur, after the date of this opinion.

7. **BENEFIT OF OPINION**

- 7.1 We assume no obligation to advise you (or any other person who may rely on this opinion in accordance with this paragraph), or undertake any investigations, as to any legal developments or factual matters arising after the date of this opinion that might affect the opinions expressed herein.
- 7.2 This opinion is addressed to the Company in connection with the registration of the Plan Shares under the Form S-8.

Ferguson plc  
2 December 2022  
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7.3 We consent to the disclosure of this opinion as an exhibit to the Form S-8 and its filing with the Commission. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Yours faithfully

/s/ Carey Olsen Jersey LLP

**Carey Olsen Jersey 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 reports dated September 27, 2022, relating to the financial statements of Ferguson plc and the effectiveness of Ferguson plc's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Ferguson plc for the year ended July 31, 2022.

/s/ Deloitte LLP

London, United Kingdom

December 2, 2022

**Calculation of Filing Fee Tables**

Form S-8  
(Form Type)

Ferguson plc  
(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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, par value £0.10 per share, reserved for issuance of future grants pursuant to the Ferguson Non-Employee Director Incentive Plan 2022	Other <sup>(2)</sup>	250,000 <sup>(3)</sup>	\$119.615	\$29,903,750	0.0001102	\$3,296.00
Total Offering Amounts					\$29,903,750		\$3,296.00
Total Fee Offsets							N/A
Net Fee Due							\$3,296.00

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall be deemed to include such additional ordinary shares which become issuable under the Ferguson Non-Employee Director Incentive Plan 2022 (the “2022 NED Plan”) to prevent dilution in the event of any stock dividend, stock split, recapitalization or any other similar transaction pursuant to the terms of the 2022 NED Plan.
- (2) 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 price per share and aggregate offering price are calculated on the basis of \$119.615, the average of the high and low price per ordinary share of Ferguson plc on the New York Stock Exchange on November 25, 2022, a date within five business days of this Registration Statement.
- (3) Represents ordinary shares issuable pursuant to the 2022 NED Plan being registered herein, which shares consist of ordinary shares reserved and available for future grants under the 2022 NED Plan, ordinary shares that may again become available for delivery with respect to awards under the 2022 NED Plan pursuant to the share counting, share recycling and other terms and conditions of the 2022 NED Plan.