

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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

AIR PRODUCTS AND CHEMICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

23-1274455

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

7201 Hamilton Boulevard, Allentown, Pennsylvania 18195-1501

(Address of Principal Executive Offices) (Zip Code)

Air Products and Chemicals, Inc. Long-Term Incentive Plan

(Full Title of the Plan)

Sean D. Major, Executive Vice President, General Counsel and Secretary

Air Products and Chemicals, Inc., 7201 Hamilton Boulevard, Allentown, PA 18195-1501

(Name and Address of Agent for Service)

610-481-4911

(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 under the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Common Stock, par value \$1 per share	265,228	\$291.95	\$77,433,314.60	\$10,050.85

- (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 the registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sales prices of shares of the registrant's common stock on 20 July 2020 (i.e., \$291.95 per share).

EXPLANATORY NOTE

Air Products and Chemicals, Inc. (the “Registrant”) has prepared this Registration Statement on Form S-8 (this “Registration Statement”) for the purpose of registering the offer and sale of 265,228 additional shares of common stock of the Registrant under the Securities Act. The additional shares registered hereby will be issued pursuant to the Air Products and Chemicals, Inc. Long-Term Incentive Plan, as amended and restated (the “Plan”).

These are securities of the same class as the securities issuable under the Plan that were registered on the Registrant’s prior Registration Statements on Form S-8 that were filed with the United States Securities and Exchange Commission (the “SEC”) on 14 March 2003 ([File No. 333-103809](#)), 24 March 2004 ([File No. 333-113882](#)), 22 March 2005 ([File No. 333-123477](#)), 21 March 2006 ([File No. 333-132599](#)), 16 March 2007 ([File No. 333-141336](#)), 20 March 2008 ([File No. 333-149813](#)), 19 March 2009 ([File No. 333-158102](#)), 19 March 2010 ([File No. 333-165563](#)), 17 March 2011 ([File No. 333-172889](#)), 15 March 2012 ([File No. 333-180123](#)), 16 May 2013 ([File No. 333-188643](#)), 16 May 2014 ([File No. 333-196000](#)), 22 May 2015 ([File No. 333-204387](#)), 20 May 2016 ([File No. 333-211476](#)), 18 May 2018 ([File No. 333-225016](#)) and 26 July 2019 ([File No. 333-232847](#)) (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents the Registrant previously filed with the SEC under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended 30 September 2019, filed on 26 November 2019;
- (b) the Registrant’s Quarterly Reports on Form 10-Q for the quarter ended 31 December 2019, filed on [24 January 2020](#), the quarter ended 31 March 2020, filed on [23 April 2020](#), and the quarter ended 30 June 2020, filed on [23 July 2020](#).
- (c) the Registrant’s Current Reports on Form 8-K filed on [2 December 2019](#), [23 January 2020](#), [9 March 2020](#), [30 April 2020](#), [21 May 2020](#) and [26 May 2020](#); and
- (d) the description of the Registrant’s common stock in Exhibit 99.1 to its Annual Report on [Form 10-K](#) for the fiscal year ended 30 September 2014, filed with the SEC on 24 November 2014, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, unless otherwise indicated therein), prior to the filing of a post-effective amendment to this Registration Statement 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 in this Registration Statement and to be part hereof from the date of filing of such documents.

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 in any subsequently filed document which also 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

- 4.1 Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended 30 September 1987).*P
- 4.2 [Amendment to the Restated Certificate of Incorporation of the Registrant dated 25 January 1996 \(filed as Exhibit 3.3 to the Registrant's Annual Report on Form 10-K for the fiscal year ended 30 September 1996\).](#)*
- 4.3 [Amendment to the Restated Certificate of Incorporation of the Registrant dated 28 January 2014 \(filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended 30 June 2014\).](#)*
- 4.4 [Amended and Restated Bylaws of the Registrant \(filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed 2 December 2019\).](#)*
- 4.5 [Air Products and Chemicals, Inc. Long-Term Incentive Plan, amended and restated as of 1 October 2014 \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed 23 September 2014\).](#)*
- 23.1 [Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.](#)
- 23.2 [Consent of KPMG LLP, Independent Registered Public Accounting Firm.](#)
- 24.1 [Power of Attorney.](#)

* Incorporated herein by reference to the specified filing under the Exchange Act (File No. 001-04534).

P Paper Filing

No opinion of counsel is being filed because the common stock to be distributed in connection with the Plan will consist exclusively of previously issued shares that are presently held by the registrant as treasury shares and will not constitute original issuance shares; further, no opinion is being furnished with respect to ERISA compliance because the Plan covered by this Registration Statement is not subject to the requirements of ERISA.

* _____ David H. Y. Ho	Director	23 July 2020
* _____ Margaret G. McGlynn	Director	23 July 2020
* _____ Edward L. Monser	Director	23 July 2020
* _____ Matthew H. Paull	Director	23 July 2020

* Sean D. Major, Executive Vice President, General Counsel and Secretary, by signing his name hereto, signs this Registration Statement on behalf of the registrant and, for each of the persons indicated by asterisk, pursuant to a power of attorney duly executed by such persons, which is filed as Exhibit 24.1 hereto.

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 November 26, 2019 relating to the consolidated financial statements and financial statement schedule of Air Products and Chemicals, Inc. and subsidiaries and the effectiveness of Air Products and Chemicals, Inc.'s internal control over financial reporting, which appears in the Annual Report on Form 10-K of Air Products and Chemicals, Inc. for the year ended September 30, 2019.

/s/ Deloitte & Touche LLP
Philadelphia, Pennsylvania
July 23, 2020

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Air Products and Chemicals, Inc.:

We consent to the incorporation by reference of our report dated 20 November 2018, with respect to the consolidated balance sheet of Air Products and Chemicals, Inc. as of 30 September 2018, the related consolidated income statements, consolidated comprehensive income statements, consolidated statements of cash flows, and consolidated statements of equity for each of the years in the two-year period ended 30 September 2018, and the related notes and financial statement schedule, which report appears in the 30 September 2019 Annual Report on Form 10-K of Air Products and Chemicals, Inc.

/s/ KPMG LLP

Philadelphia, Pennsylvania
23 July 2020

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints SEIFI GHASEMI, SEAN D. MAJOR, and M. SCOTT CROCCO, and each of them acting severally, his/her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign one or more Registration Statements and any amendments thereto, which may be required in connection with (i) the registration of the issuance of common stock under any employee benefit or compensation plan, (ii) the registration of the issuance of interests under any employee benefit or compensation plan maintained by the Company or (iii) any fundamental change in the information contained in such Registration Statements, 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/she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities and Exchange Act of 1933, this Power of Attorney has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Seifi Ghasemi</u> Seifi Ghasemi	Director and Chairman of the Board President and Chief Executive Officer (Principal Executive Officer)	8 July 2020
<u>/s/ Susan K. Carter</u> Susan K. Carter	Director	8 July 2020
<u>/s/ Charles I. Cogut</u> Charles I. Cogut	Director	8 July 2020
<u>/s/ Lisa A. Davis</u> Lisa A. Davis	Director	8 July 2020
<u>/s/ Chadwick C. Deaton</u> Chadwick C. Deaton	Director	8 July 2020

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <p>/s/ David H. Y. Ho David H. Y. Ho</p>	Director	8 July 2020
<hr/> <p>/s/ Margaret G. McGlynn Margaret G. McGlynn</p>	Director	8 July 2020
<hr/> <p>/s/ Edward L. Monser Edward L. Monser</p>	Director	8 July 2020
<hr/> <p>/s/ Matthew H. Paull Matthew H. Paull</p>	Director	8 July 2020