

As filed with the Securities and Exchange Commission on October 10th, 2017 - Registration No. 333-_____

**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM S-8

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

HERMAN MILLER, INC.

(Exact name of registrant as specified in its charter)

Michigan

(State or other jurisdiction of incorporation or organization)

855 East Main Avenue, Zeeland, Michigan

(Address of Principal Executive Offices)

38-0837640

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

49464

(Zip Code)

Herman Miller, Inc. 2011 Long-Term Incentive Plan

(Full Title of the Plan)

H. Timothy Lopez, 855 East Main Avenue, Zeeland, Michigan 49464 (616) 654-3000

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

Copies of Communications to:

Patrick G. Quick
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 297-5678

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 ☐

Accelerated filer ☐

Non-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 Exchange Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (\$0.20 par value)	2,000,000 Shares (1)	\$35.57 (2)	\$71,140,000 (2)	\$8,856.93 (3)

- (1) This Registration Statement covers 2,000,000 shares of common stock, par value \$0.20 per share, of Herman Miller, Inc. (the “Registrant” or the “Corporation”) available for issuance pursuant to awards under the Corporation’s 2011 Long-Term Incentive Plan, as amended (the “Plan”). This Registration Statement also covers any additional shares of common stock of the Registrant that become issuable pursuant to awards by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of common stock of the Registrant.
- (2) For the purpose of computing the registration fee only, the price shown is based upon the price of \$35.57 per share, the average of the high and low prices for the common stock of the Corporation in the NASDAQ Global Market on October 6th, 2017, in accordance with Rule 457(h).
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Plan. A Registration Statement on Form S-8 was filed on January 23, 2012 covering 3,000,000 shares of common stock reserved for issuance pursuant to awards under the Plan, and a Registration Statement on Form S-8 was filed on January 26, 2015 covering 2,509,751 shares of common stock reserved for issuance pursuant to awards under the Plan.

EXPLANATORY NOTE

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8, File No. 333-179138, filed by the Registrant on January 23, 2012 are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. This Registration Statement on Form S-8 is filed by the Registrant to register an additional 2,000,000 shares of common stock, par value \$0.20 per share, of Herman Miller Inc., which may be awarded under the 2011 Long-Term Incentive Plan pursuant to an amendment of such plan authorized by the stockholders of the Registrant on October 10, 2017.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statement on Form S-8, File No. 333-179138, previously filed with the Securities and Exchange Commission (the “Commission”) on January 23, 2012, by Herman Miller, Inc., a Michigan corporation (the “Corporation” or the “Registrant”), are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Corporation are incorporated herein by reference:

- (a) the Corporation’s Annual Report on Form 10-K for the fiscal year ended June 3, 2017, filed with the Commission on August 1, 2017, as amended by the Form 10-K/A, filed with the Commission on August 2, 2017.
- (b) the Corporation’s Current Report on Form 8-K, filed with the Commission on September 18th, 2017; and
- (c) the description of the Corporation’s common stock contained in the Corporation’s registration statement filed pursuant to Section 12 of the Exchange Act, including any subsequent amendments or reports filed for the purpose of updating such description.

All other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 5.1	<u>Opinion and consent of Foley & Lardner LLP</u>
Exhibit 10.1	<u>2011 Long-Term Incentive Plan, as amended, incorporated by reference to Appendix I of the Registrant’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on August 29, 2017.</u>
Exhibit 23.1	<u>Consent of Independent Registered Public Accounting Firm</u>
Exhibit 23.2	<u>Consent of Foley & Lardner LLP (included in Exhibit 5.1)</u>
Exhibit 24.1	<u>Power of Attorney (included on signature page of this Form S-8)</u>

EXHIBIT INDEX

The following exhibits are filed as a part of the Registration Statement pursuant to Item 8:

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 5.1	<u>Opinion and consent of Foley & Lardner LLP*</u>
Exhibit 10.1	<u>2011 Long-Term Incentive Plan, incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on August 29, 2017.</u>
Exhibit 23.1	<u>Consent of Independent Registered Public Accounting Firm*</u>
Exhibit 23.2	<u>Consent of Foley & Lardner LLP (included in Exhibit 5.1)*</u>
Exhibit 24.1	<u>Power of Attorney (included on signature page of this Form S-8)*</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Zeeland, State of Michigan, on the 10th day of October, 2017.

HERMAN MILLER, INC.

By: /s/ Brian C. Walker
Brian C. Walker, President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian C. Walker and Jeffrey M. Stutz, and each of them, his or her true and lawful attorney-in-fact and agent, 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 any and all amendments (including 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 and any other regulatory authority, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing required and 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 attorney-in-fact and agent, or his or her substitute, 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.

DATE	SIGNATURE	TITLE
October 10 th , 2017	/s/ Brian C. Walker Brian C. Walker	President, Chief Executive Officer and Director (Principal Executive Officer)
October 10 th , 2017	/s/ Jeffrey M. Stutz Jeffrey M. Stutz	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
October 10 th , 2017	/s/ Michael A. Volkema Michael A. Volkema	Director (Chairman)
October 10 th , 2017	/s/ Mary Vermeer Andringa Mary Vermeer Andringa	Director
October 10 th , 2017	/s/ David A. Brandon David A. Brandon	Director
October 10 th , 2017	/s/ Brenda Freeman Brenda Freeman	Director
October 10 th , 2017	/s/ J. Barry Griswell J. Barry Griswell	Director
October 10 th , 2017	/s/ Lisa A. Kro Lisa A. Kro	Director
October 10 th , 2017	/s/ John R. Hoke, III John R. Hoke, III	Director
October 10 th , 2017	/s/ Douglas D. French Douglas D. French	Director
October 10 th , 2017	/s/ Heidi J. Manheimer Heidi J. Manheimer	Director
October 10 th , 2017	/s/ David O. Ulrich David O. Ulrich	Director



FOLEY & LARDNER LLP ATTORNEYS AT LAW

777 EAST WISCONSIN AVENUE

MILWAUKEE, WI 53202-5306

414.271.2400 TEL

414.297.4900 FAX

October 10, 2017

Herman Miller, Inc.
855 East Main Street
P.O. Box 302
Zeeland, Michigan 49464

Re: Herman Miller, Inc. 2011 Long-Term Incentive Plan

Ladies and Gentlemen:

We have acted as counsel for Herman Miller, Inc., a Michigan corporation (the "Company"), in conjunction with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the proposed issuance of up to 2,000,000 additional shares of common stock, par value \$0.20 per share, of the Company (the "Shares") that may be issued pursuant to the Herman Miller, Inc. 2011 Long-Term Incentive Plan (the "Plan").

In connection with our representation, we have examined: (i) the Plan; (ii) the Registration Statement; (iii) the Restated Articles of Incorporation and Amended and Restated Bylaws of the Company, as amended to date; (iv) resolutions of the Board of Directors of the Company relating to the Plan and the issuance of securities thereunder; and (v) such other documents and records as we have deemed necessary to enable us to render this opinion. In our examination of the above-referenced documents, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates, and the instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based upon and subject to the foregoing, we are of the opinion that the Shares covered by the Registration Statement, when issued and paid for pursuant to the terms and conditions of the Plan, and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm in the Registration Statement. In giving our consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,
/s/ Foley & Lardner LLP
FOLEY & LARDNER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Herman Miller, Inc. 2011 Long-Term Incentive Plan of our reports dated August 1, 2017, with respect to the consolidated financial statements and schedule of Herman Miller Inc., and the effectiveness of internal control over financial reporting of Herman Miller Inc., included in its Annual Report (Form 10-K) for the fiscal year ended June 3, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Grand Rapids, Michigan
October 10, 2017