

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

**FORM S-8
REGISTRATION STATEMENT**
Under
THE SECURITIES ACT OF 1933, AS AMENDED

HUBBELL INCORPORATED
(Exact Name of Registrant as Specified in its Certificate)

Connecticut
(State or other jurisdiction of
incorporation or organization)

06-0397030
(I.R.S. Employer
Identification No.)

**40 Waterview Drive
Shelton, Connecticut 06484-1000
(475) 882-4000**
(Address, including zip code, of principal executive offices)

**HUBBELL INCORPORATED 2005 INCENTIVE AWARD PLAN
(AS AMENDED AND RESTATED EFFECTIVE MAY 5, 2015)**
(Full title of the plan)

**An-Ping Hsieh
Vice President, General Counsel
Hubbell Incorporated
40 Waterview Drive
Shelton, Connecticut 06484-1000
(475) 882-4000**
(Name, address and 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, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class B Common Stock, \$0.01 par value	2,800,000 (1)	\$109.885 (2)	\$307,768,000	\$35,763

- (1) Hubbell Incorporated (the “Company”) submits this Registration Statement to register (i) 2,800,000 shares of the Company’s Class B Common Stock (\$0.01 par value) (“Common Stock”) authorized for issuance under the Hubbell Incorporated 2005 Incentive Award Plan (as Amended and Restated Effective May 5, 2015) (the “Plan”), and (ii) an indeterminate number of additional shares as may become issuable in connection with share splits, share dividends or similar transactions.
- (2) For purposes of computing the registration fee only. Pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the “Act”), the Proposed Maximum Offering Price Per Share is based on the average of the high and low prices of the Common Stock on the New York Stock Exchange on May 5, 2015.

PART I

Item 1. Plan Information.

The information called for in this Item 1 of this Registration Statement is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the United States Securities and Exchange Commission (the "Commission").

Item 2. Registrant Information and Employee Plan Annual Information.

The information called for in this Item 2 of this Registration Statement is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Commission on February 19, 2015;
- (b) the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015, filed with the Commission on April 24, 2015;
- (c) all other reports filed by the Company pursuant to Section 13(a) or Section 15(d) of the Exchange Act since the end of the Company's fiscal year ended December 31, 2014; and
- (d) the description of the Class B Common Stock and the Company's Class B Rights contained in (i) the Company's Registration Statement on Form 8-A filed with the Commission on March 4, 1992 (File No. 001-02958), and (ii) the Company's Registration Statements on Form 8-A and Form 8-A/A filed with the Commission on December 17, 1998 and December 17, 2008, respectively (File No. 001-02958), together with any amendment thereto filed with the Commission for the purpose of updating such description.

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement 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 or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. 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.

The information called for in this Item 4 of this Registration Statement is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Directors and officers of the Company are entitled to indemnification by the Company against all liabilities, expenses and other matters referenced in the Connecticut Business Corporation Act (the “CBCA”). The Company adopted the Restated Certificate of Incorporation (the “Certificate”) which affords to directors and officers the right to be indemnified “to the fullest extent permitted by law.” This right means that a director or officer will be indemnified against expenses and liabilities incurred in connection with any applicable proceeding so long as his or her conduct did not (i) involve a knowing and culpable violation of law by such person, (ii) enable such person or an associate, as defined in Section 33-840 of the CBCA, to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of such person to the Company under circumstances in which such person was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Company, (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of such person’s duty to the Company, or (v) create liability under Section 33-757 (liability for unlawful distributions) of the CBCA. The Certificate also obligates the Company to advance the expenses of a director or officer so long as the director or officer promises to repay the advance if it is later determined that he or she is not entitled to indemnification by the Company.

The Company has in effect liability insurance policies covering certain claims against any of its officers or directors by reason of certain breaches of duty, neglect, error, misstatement, omission or other act committed or alleged to have been committed by such person in his or her capacity as officer or director.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

A list of exhibits included as part of this Registration Statement is set forth in the Index to Exhibits appearing elsewhere herein and is incorporated herein by reference.

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 this 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 this 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 this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) shall not apply if the information contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the 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 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 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 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the 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 duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Shelton, State of Connecticut, on May 5, 2015.

HUBBELL INCORPORATED

By: /s/ An-Ping Hsieh

An-Ping Hsieh

Vice President, General Counsel

POWER OF ATTORNEY

Each person whose signature appears below authorizes An-Ping Hsieh, John F. Mulvihill and Megan C. Preneta, and each of them severally, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to execute in his name and on his behalf, in any and all capacities, this registration statement on Form S-8 relating to the Class B Common Stock and any amendments thereto (including any additional registration statement related thereto permitted by Rule 462(b) promulgated under the Securities Act of 1933 (and all further amendments, including post-effective amendments thereto)), necessary or advisable to engage the registrant to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the securities which are the subject of such registration statement, which amendments may make such changes in such registration statement as such attorney may deem appropriate, and with full power and authority to perform and do any and all acts and things whatsoever which any such attorney or substitute may deem necessary or advisable to be performed or done in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, hereby ratifying and approving all acts of any such attorney or substitute.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David G. Nord</u> David G. Nord	Chairman of the Board of Directors, President and Chief Executive Officer	May 5, 2015
<u>/s/ William R. Sperry</u> William R. Sperry	Senior Vice President and Chief Financial Officer	May 5, 2015
<u>/s/ Joseph A. Capozzoli</u> Joseph A. Capozzoli	Vice President, Controller (<i>Principal Accounting Officer</i>)	May 5, 2015
<u>/s/ Carlos A. Cardoso</u> Carlos A. Cardoso	Director	May 5, 2015
<u>/s/ Anthony J. Guzzi</u> Anthony J. Guzzi	Director	May 5, 2015
<u>/s/ Neal J. Keating</u> Neal J. Keating	Director	May 5, 2015
<u>/s/ John F. Malloy</u> John F. Malloy	Director	May 5, 2015
<u>/s/ Carlos A. Rodriguez</u> Carlos A. Rodriguez	Director	May 5, 2015
<u>/s/ John G. Russell</u> John G. Russell	Director	May 5, 2015
<u>/s/ Steven R. Shawley</u> Steven R. Shawley	Director	May 5, 2015
<u>/s/ Richard J. Swift</u> Richard J. Swift	Director	May 5, 2015

EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Hubbell Incorporated 2005 Incentive Award Plan (as Amended and Restated Effective May 5, 2015) (incorporated herein by reference to Exhibit A to the Company's Definitive Proxy Statement, filed on March 18, 2015).
5.1*	Opinion of Day Pitney LLP, Special Counsel to Hubbell Incorporated.
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2*	Consent of Day Pitney LLP, Special Counsel to Hubbell Incorporated (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page of the Registration Statement).

* Filed herewith.

May 11, 2015

Hubbell Incorporated
40 Waterview Drive
Shelton, Connecticut 06484-1000

Re: Hubbell Incorporated
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Hubbell Incorporated, a Connecticut corporation (the “Company”), in connection with the filing by the Company with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended, relating to the issuance of up to 2,800,000 shares of the Company’s Class B Common Stock, par value \$0.01 per share (the “Common Stock”), pursuant to the Hubbell Incorporated 2005 Incentive Award Plan (As Amended and Restated Effective May 5, 2015) (the “Plan”).

We have examined the originals, or copies certified or otherwise identified to our satisfaction, of the Plan and such other corporate records, documents, certificates or other instruments as in our judgment are necessary or appropriate to enable us to render the opinion set forth below. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the authenticity of the originals of such latter documentation.

The opinion expressed herein is limited to the federal laws of the United States and the laws of the State of Connecticut, and we express no opinion as to the effect of the laws of any other jurisdiction.

Based on and subject to the foregoing, we are of the opinion that the shares of Common Stock that are reserved for issuance under the Plan have been duly authorized and when issued in accordance with the terms of the Plan will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Day Pitney LLP
Day Pitney LLP

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 February 19, 2015, relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting which appears in Hubbell Incorporated's Annual Report on Form 10-K for the year ended December 31, 2014.

/s/ PricewaterhouseCoopers LLP
Hartford, CT
May 11, 2015