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

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

L.B. Foster Company

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of incorporation or organization)

25-1324733

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

415 Holiday Drive, Pittsburgh, Pennsylvania

(Address of Principal Executive Offices)

15220

(Zip Code)

L.B. Foster Company
2006 Omnibus Incentive Plan, as Amended and Restated

(Full title of the plan)

Patrick J. Guinee, Esq.
Senior Vice President, General Counsel and Corporate Secretary
L.B. Foster Company
415 Holiday Drive
Pittsburgh, PA 15220
(412) 928-3400

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

with a copy to:

Amy I. Pandit
Morgan, Lewis & Bockius LLP
One Oxford Centre
Thirty-Second Floor
301 Grant Street
Pittsburgh, PA 15219
(412) 560-3300

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
	(Do not check if a smaller reporting company)	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	Proposed maximum offering price per share⁽³⁾	Proposed maximum aggregate offering price	Amount of registration fee⁽³⁾
Common stock, par value \$0.01 per share	788,000 ⁽¹⁾⁽²⁾	\$22.03	\$17,359,640.00	\$2,161.28

⁽¹⁾ An aggregate of 2,058,000 shares of common stock, par value \$0.01 per share, of the L.B. Foster Company (the “Company” or the “Registrant”) may be offered or issued pursuant to the L.B. Foster Company 2006 Omnibus Incentive Plan, as Amended and Restated on May 24, 2018 (the “Plan”), 370,000 of which previously were registered on Form S-8 (File No. 333-211749) on June 1, 2016, 400,000 of which previously were registered on Form S-8 (File No. 333-180118) on March 15, 2012, 500,000 of which previously were registered on Form S-8 (File No. 333-135002) on June 14, 2006, and 788,000 of which are registered on this Form S-8.

⁽²⁾ Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such indeterminable number of additional shares of common stock of the Registrant as may become issuable to prevent dilution in the event of stock splits, stock dividends, recapitalization or similar transactions.

⁽³⁾ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low sales prices of the common stock of the Company on the Nasdaq Global Select Market on July 25, 2018.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information. *

Item 2. Registrant Information and Employee Plan Annual Information. *

* Information required by Part I to be included in the Section 10(a) prospectus will be sent or given to employees as specified by Rule 428 of the Securities Act, and is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Commission on February 28, 2018 and amended on April 4, 2018.
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the Commission on May 2, 2018.
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, filed with the Commission on July 31, 2018.
- (d) The Registrant's Current Reports on Form 8-K filed with the Commission on March 22, 2018, April 13, 2018, and May 25, 2018.
- (e) The description of the Registrant's common stock, par value \$0.01 per share, contained in its Registration Statement on Form 8-A filed on May 23, 1997, as amended on August 31, 1998 (File No. 000-10436), including any amendment or report filed for the purpose of updating the descriptions.

To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was furnished to, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference.

All reports and other documents that the Registrant subsequently files with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates the Registrant has sold all of the securities offered under this Registration Statement or deregisters the distribution of all such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date that the Registrant files such report or document.

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 that also is, or is deemed to be, incorporated by reference herein modifies or replaces such statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, 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.

Sections 1741 and 1742 of the Pennsylvania Business Corporation Law of 1988, as amended (the "BCL"), provide that a corporation may indemnify its representatives (including directors and officers) against expenses, judgments, fines and amounts paid in settlement that they incur in such capacities, provided certain standards are met, including good faith and the reasonable belief that the particular action is in, or not opposed to, the best interests of the corporation or, in a criminal proceeding, that such representatives had no reasonable cause to believe their conduct was unlawful. In the case of actions against a director or officer by or in the right of the corporation, the power to indemnify extends only to expenses actually and reasonably incurred in connection with the defense or settlement, and such power generally does not exist if the person otherwise entitled to indemnification shall have been adjudged to be liable to the corporation, unless it is judicially determined that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for specified expenses. Under Section 1743 of the BCL, a corporation is required to indemnify directors and officers against expenses they may incur in defending actions to which they are made a party by reason of their status as such if they are successful on the merits, or otherwise, in the defense of such actions. Under Section 1745 of the BCL, a corporation may pay the expenses of a director or officer incurred in defending an action or proceeding in advance of the final disposition thereof upon receipt of an undertaking from such person to repay the amounts advanced, if it is ultimately determined that such person is not entitled to indemnification from the corporation.

Section 1746 of the BCL provides that the foregoing provisions shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under, among other things, any provision in the corporation's articles of incorporation or bylaws, provided that no indemnification may be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Article VI of the Company's Bylaws (the "Bylaws") provides that the Company shall indemnify its officers and directors to the fullest extent permitted by the BCL. Additionally, Article VI of the Bylaws provides that the Board of Directors may, in its discretion, indemnify employees and agents of the Company in the same manner as officers and directors.

As authorized by Section 1747 of the BCL, the Company has obtained and maintains insurance policies covering its officers and directors and indemnifying them against loss on account of certain claims made against them, within the limits and subject to the limitations of such policies.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits

Exhibit No.	Description
5.1*	Opinion of Morgan, Lewis & Bockius LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).
24.1*	Power of Attorney.
99.1*	L.B. Foster Company 2006 Omnibus Incentive Plan, as Amended and Restated on May 24, 2018, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, File No. 000-10436, filed on May 25, 2018.

* 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) above do not apply if the registration statement is on Form S-8 and 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 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 annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement 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.

(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

The Registrant. 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 the City of Pittsburgh, Commonwealth of Pennsylvania, on August 1, 2018.

L.B. FOSTER COMPANY

Date: August 1, 2018

By: /s/ Robert P. Bauer
Robert P. Bauer
President and Chief Executive Officer

POWER OF ATTORNEY

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>/s/ Robert P. Bauer</u> Robert P. Bauer	President, Chief Executive Officer and Director (Principal Executive Officer)	August 1, 2018
<u>/s/ James P. Maloney</u> James P. Maloney	Senior Vice President, Chief Financial Officer, and Treasurer (Principal Financial Officer)	August 1, 2018
<u>/s/ Todd M. James</u> Todd M. James	Controller (Principal Accounting Officer)	August 1, 2018
<u>*</u> Lee B. Foster II	Chairman of the Board and Director	August 1, 2018
<u>*</u> Dirk Jungé	Director	August 1, 2018
<u>*</u> Diane B. Owen	Director	August 1, 2018
<u>*</u> Robert S. Purgason	Director	August 1, 2018
<u>*</u> William H. Rackoff	Director	August 1, 2018
<u>*</u> Suzanne B. Rowland	Director	August 1, 2018
<u>*</u> Bradley S. Vizi	Director	August 1, 2018

* By: /s/ Patrick J. Guinee
Patrick J. Guinee (as attorney-in-fact)

[MORGAN, LEWIS & BOCKIUS LLP Letterhead]

August 1, 2018

L.B. Foster Company
415 Holiday Drive
Pittsburgh, PA 15220

Re: L.B. Foster Company – Registration Statement on Form S-8
Relating to the L.B. Foster Company 2006 Omnibus Incentive Plan, as Amended and Restated

Ladies and Gentlemen:

We have acted as counsel to L.B. Foster Company, a Pennsylvania corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), to be filed with the Securities and Exchange Commission (the “Commission”). The Registration Statement relates to the proposed offering and sale of up to 788,000 shares of the Company’s common stock, par value \$0.01 per share (collectively, the “Shares”), issuable under the L.B. Foster Company 2006 Omnibus Incentive Plan, as amended and restated on May 24, 2018 (the “Plan”).

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of the Company’s Articles of Incorporation and Bylaws, as amended, and such other certificates, records, statutes and documents as we have deemed appropriate for purposes of the opinion set forth herein. As to matters of fact, we have relied on representations of officers of the Company.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and delivered by the Company in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the Pennsylvania Business Corporation Law of 1988, as amended.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ MORGAN, LEWIS & BOCKIUS 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 L.B. Foster Company 2006 Omnibus Incentive Plan, as Amended and Restated of our reports dated February 28, 2018, with respect to the consolidated financial statements and schedule of L.B. Foster Company and Subsidiaries and the effectiveness of internal control over financial reporting of L.B. Foster Company and Subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Pittsburgh, Pennsylvania
August 1, 2018

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Robert P. Bauer, James P. Maloney, and Patrick J. Guinee, and each of them, as his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things and to execute any and all instruments that said attorneys-in-fact and agents, or any of them, may deem necessary or advisable or may be required to:

1) enable the L.B. Foster Company (the "Company") to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations or requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, in connection with the registration of the offer and sale or delivery of shares of common stock of the Company to be issued under the L. B. Foster Company 2006 Omnibus Incentive Plan (as Amended and Restated), as such plan may be amended and/or restated from time to time (including any amendments thereto or restatements thereof, the "2006 Plan"), including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of each of the undersigned in the capacity of director or officer of the Company to any registration statement on Form S-1 or Form S-8, or on such other form as may be appropriate, to be filed with the Commission in respect of said shares and the 2006 Plan, or any of them, to any and all pre-effective amendments, post-effective amendments and supplements to any such registration statement, and to any instruments or documents filed as part of or in connection with any such registration statement or any such amendments or supplements thereto; and

2) enable the Company to comply with the Securities Act and any rules, regulations or requirements of the Commission in respect thereof, in connection with the registration under the Securities Act of the offer and sale or delivery of shares of common stock of the Company to be issued under the L.B. Foster Company 401(k) and Profit Sharing Plan (together with interests in such plan) (the "401(k) Plan"), including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of each of the undersigned in the capacity of director or officer of the Company to any registration statement on Form S-1 or Form S-8, or on such other form as may be appropriate, to be filed with the Commission in respect of said shares and the 401(k) Plan (or interests in such 401(k) Plan), or any of them, to any and all pre-effective amendments, post-effective amendments and supplements to any such registration statement, and to any instruments or documents filed as part of or in connection with any such registration statement or any such amendments or supplements thereto; and

granting unto said attorneys-in-fact and agents, and each of them, 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 and to all intents and purposes as he/she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney will be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania. The execution of this Power of Attorney is not intended to, and does not, revoke any prior powers of attorney. This Power of Attorney may be executed in counterparts, each of which shall constitute an original and all of which, taken together, shall constitute one Power of Attorney.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> <u>/s/ Robert P. Bauer</u> Robert P. Bauer	President, Chief Executive Officer and Director (Principal Executive Officer)	July 27, 2018
<hr/> <u>/s/ James P. Maloney</u> James P. Maloney	Senior Vice President, Chief Financial Officer, and Treasurer (Principal Financial Officer)	July 27, 2018
<hr/> <u>/s/ Todd M. James</u> Todd M. James	Controller (Principal Accounting Officer)	July 27, 2018
<hr/> <u>/s/ Lee B. Foster II</u> Lee B. Foster II	Chairman of the Board and Director	July 27, 2018
<hr/> <u>/s/ Dirk Jungé</u> Dirk Jungé	Director	July 27, 2018
<hr/> <u>/s/ Diane B. Owen</u> Diane B. Owen	Director	July 27, 2018
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<hr/> <u>/s/ Bradley S. Vizi</u> Bradley S. Vizi	Director	July 27, 2018