

TOTAL S.A.
Form S-8
February 28, 2019

As filed with the Securities and Exchange Commission on February 28, 2019
Registration No. 333-_____

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

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

TOTAL S.A.
(Exact name of registrant as specified in its charter)

Republic of France
98-0227345
(State or other jurisdiction
of incorporation)
(I.R.S. Employer
Identification Number)
2, place Jean Millier
La Défense 6
92400 Courbevoie
France
Phone: +33 (0)1 47 44 45 46
(Address of principal executive offices) (Zip code)

TOTAL HOLDINGS USA, INC.
2019 EMPLOYEE SHAREHOLDER PLAN
(Full Title of the Plans)

Ms. Elizabeth Matthews
TOTAL Holdings USA, Inc.
1201 Louisiana Street, Suite 1800
Houston, Texas 77002
(713) 483-5000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

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

CALCULATION OF REGISTRATION FEE

**Title of securities
to be registered(1)**

**Amount
to be
registered(2)**

**Proposed
maximum
offering price
per share(3)**

**Proposed
maximum**

**aggregate
offering price**

**Amount of
registration fee(4)**

Shares, par value 2.50 euros per share.....

1,900,000

\$56.80

\$107,920,000

\$13,079.90

- (1) The Shares being registered under this registration statement may be represented by the Registrant's American Depositary Shares.
- (2) The maximum number of Shares to be delivered in the form of Shares or American Depositary Shares that may be delivered is 1,900,000.
- (3) Estimated solely for the purposes of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933.
- (4) The Registrant previously paid a registration fee of \$13,814.52 to register 1,900,000 Shares for issuance under this registration statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this registration statement in accordance with Rule 457(c) under the Securities Act of 1933.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Corporation are incorporated by reference into this registration statement:

- (1) the Corporation's Annual Report on Form 20-F for the fiscal year ended December 31, 2017, filed with the Commission on February 2, 2018;
- (2) the Corporation's Reports on Form 6-K, furnished to the SEC on (i) April 27, 2018, (ii) July 27, 2018, (iii) October 1, 2018, and (iv) October 1, 2018;
- (3) the description of the Corporation's common shares contained in the Corporation's Amended Registration Statement on Form S-8, filed with the Commission on February 2, 2018.

To the extent designated therein, certain Reports on Form 6-K, Form 6-K/A and all documents filed by the Corporation are incorporated by reference into this registration statement. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified, amended or corrected to the extent of any subsequent written statement that is incorporated by reference into this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interest of Named Experts and Counsel.

Aurélien Hamelle, General Counsel to the Corporation, has given his opinion about certain legal matters affecting the securities being registered under this registration statement.

Item 6. Indemnification of Directors and Officers.

The Corporation maintains liability insurance for directors and officers including insurance against liabilities under the Securities Act of 1933.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Index

**Exhibit
Number**

Description

4.1

Statuts (charter and bylaws) of the Corporation

4.2

Resolution approved by the shareholders of the Corporation on June 1, 2018 (eighteenth resolution)

5.1

Opinion of Aurelien Hamelle, General Counsel to the Corporation

23.1

Consent of Ernst & Young Audit and KPMG Audit, a division of KPMG S.A., independent registered public accountants

23.2

Consent of Aurelien Hamelle, General Counsel to the Corporation (included in the opinion filed as Exhibit 5.1)

23.3

Consent of DeGolyer and MacNaughton

24.1

Power of Attorney

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

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this 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 prospectus

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to constitute a new registration statement

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which are no longer being offered or sold

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, the undersigned Registrant

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant, then the undersigned Registrant

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this registration statement

TOTAL S.A.

By:

/s/ Jean-Pierre SBRAIRE

Name:

Jean-Pierre Sbraire

Title:

Deputy Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed on

Signature

Title

PATRICK POUYANNE*

Chairman and Chief Executive Officer

Patrick Pouyanné

(Principal Executive Officer)

PATRICK ARTUS*

Director

Patrick Artus

Director

Patricia Barbizet

MARIE-CHRISTINE COISNE-ROQUETTE*

Director

Marie-Christine Coisne-Roquette

MARK CUTIFANI*

Director

Mark Cutifani

MARIA VAN DER HOEVEN*

Director

Maria van der Hoeven

ANNE-MARIE IDRAC*

Director

Anne-Marie Idrac

GÉRARD LAMARCHE*

Director

Gérard Lamarche

JEAN LEMIERRE*

Director

Jean Lemierre

RENATA PERYCZ*

Director

Renata Perycz

CHRISTINE RENAUD*

Director

Christine Renaud

CARLOS TAVARES*

Director

Carlos Tavares

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PATRICK DE LA CHEVARDIÈRE*

Executive Vice President and Chief Financial Officer

Patrick de La Chevardière

(Principal Financial Officer)

DOMINIQUE GUYOT*

Chief Accounting Officer

Dominique Guyot

(Principal Accounting Officer)

ROBERT O. HAMMOND*

Authorized Representative in the United States

Robert O. Hammond

*By:

/s/ JEAN-PIERRE SBRAIRE

Attorney-in-fact

Jean-Pierre Sbraire