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

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

Enovis Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

54-1887631
(I.R.S. Employer
Identification No.)

**2711 Centerville Road, Suite 400
Wilmington, DE**
(Address of Principal Executive Offices)

19808
(Zip Code)

Enovis Corporation 2020 Omnibus Incentive Plan, as amended June 7, 2022
(Full Title of the Plan)

Matthew L. Trerotola
President and Chief Executive Officer
Enovis Corporation
2711 Centerville Road, Suite 400
Wilmington, DE 19808
(302) 252-9160
(Name, Address and Telephone of Agent for Service)

Copies to:

Ronald O. Mueller, Esq.
Gibson, Dunn & Crutcher, LLP
1050 Connecticut Avenue, N.W., Suite 200
Washington, D.C. 20036
(202) 955-8500

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 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

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 Securities Act.

EXPLANATORY NOTE

This Registration Statement is filed by Enovis Corporation (the “Company”) and relates to 745,000 shares of common stock, par value \$0.001 per share (“Common Stock”), issuable under the Enovis Corporation 2020 Omnibus Incentive Plan, as amended June 7, 2022 (the “Plan”), which shares of Common Stock are in addition to the 1,476,666 shares of Common Stock (as adjusted for the one-for-three reverse stock split effected by the Company on April 4, 2022) registered on the Company’s Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on May 21, 2020 ([File No. 333-238564](#)) (the “Prior Registration Statement”). This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.01 to the Company’s Current Report on Form 8-K, as filed with the Commission on January 30, 2012)
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, as filed with the Commission on April 8, 2022)
4.3	Enovis Corporation Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K, as filed with the Commission on April 8, 2022)
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)
24.1	Power of Attorney of Enovis Corporation (included on signature page hereto)
99.1	Enovis Corporation 2020 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, as filed with the Commission on May 27, 2020)
99.2	First Amendment to the Enovis Corporation 2020 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, as filed with the Commission on June 13, 2022)
107	Filing Fee Table

SIGNATURES

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 Wilmington, State of Delaware, on this 4th day of August, 2022.

ENOVIS CORPORATION

By: /s/ Matthew L. Trerotola

Matthew L. Trerotola
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Matthew L. Trerotola, Christopher M. Hix and Bradley J. Tandy, and each of them severally, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or 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, 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 to all intents and purposes as he 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 Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
<u>/s/ Matthew L. Trerotola</u> Matthew L. Trerotola	President and Chief Executive Officer and Director (Principal Executive Officer)	August 4, 2022
<u>/s/ Christopher M. Hix</u> Christopher M. Hix	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	August 4, 2022
<u>/s/ John Kleckner</u> John Kleckner	Vice President, Controller (Principal Accounting Officer)	August 4, 2022
<u>/s/ Mitchell P. Rales</u> Mitchell P. Rales	Chairman of the Board of Directors	August 4, 2022
<u>/s/ Barbara W. Bodem</u> Barbara W. Bodem	Director	August 4, 2022
<u>/s/ Liam J. Kelly</u> Liam J. Kelly	Director	August 4, 2022
<u>/s/ Angela S. Lalor</u> Angela S. Lalor	Director	August 4, 2022

<u>/s/ Philip A. Okala</u> Philip A. Okala	Director	August 4, 2022
<u>/s/ Christine Ortiz</u> Christine Ortiz	Director	August 4, 2022
<u>/s/ A. Clayton Perfall</u> A. Clayton Perfall	Director	August 4, 2022
<u>/s/ Brady Shirley</u> Brady Shirley	Director	August 4, 2022
<u>/s/ Rajiv Vinnakota</u> Rajiv Vinnakota	Director	August 4, 2022
<u>/s/ Sharon L. Wienbar</u> Sharon L. Wienbar	Director	August 4, 2022

August 4, 2022

Enovis Corporation
2711 Centerville Road, Suite 400
Wilmington, DE

Re: *Enovis Corporation 2020 Omnibus Incentive Plan, as amended June 7, 2022*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Enovis Corporation, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), to register the offer and sale by the Company of up to 745,000 shares of the Company's Common Stock, par value \$0.001 per share (the "Shares"). The Shares subject to the Registration Statement are to be issued pursuant to the Enovis Corporation 2020 Omnibus Incentive Plan, as amended June 7, 2022 (the "Plan").

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render this opinion. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed without independent investigation the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher, LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 to be filed on August 4, 2022) pertaining to the Enovis Corporation 2020 Omnibus Incentive Plan of our report dated February 22, 2022 with respect to the consolidated financial statements of Colfax Corporation and the effectiveness of internal control over financial reporting of Colfax Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
August 4, 2022

Form S-8
(Form Type)

ENOVIS CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value	Other ⁽²⁾	745,000	\$58.73 ⁽²⁾	\$43,753,850 ⁽²⁾	\$92.70 per \$1,000,000	\$4,055.98
Total Offering Amounts					\$43,753,850		\$4,055.98
Total Fee Offsets							\$0.00
Net Fee Due							\$4,055.98

- (1) Pursuant to Rule 416(a) of 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 in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(h) and (c) under the Securities Act. The maximum offering price per share is based on the average of the high and low prices of the Common Stock of Enovis Corporation as reported on the New York Stock Exchange on July 28, 2022.