

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

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WHIRLPOOL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

38-1490038
(I.R.S. Employer
Identification No.)

2000 North M-63, Benton Harbor, Michigan 49922-2692
(Address of principal executive offices)

WHIRLPOOL CORPORATION 2018 OMNIBUS STOCK AND INCENTIVE PLAN
WHIRLPOOL CORPORATION AMENDED AND RESTATED 2010 OMNIBUS STOCK AND INCENTIVE PLAN
(Full title of the plan)

Bridget K. Quinn
Assistant General Counsel & Corporate Secretary
Whirlpool Corporation
2000 North M-63
Benton Harbor, Michigan 49022-2692
(269) 923-5000
(Name and address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Corey Perry
Sidley Austin LLP
One South Dearborn
Chicago, Illinois 60603
(312) 853-7000

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 (Do not check if a smaller reporting company) 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

On April 17, 2018 (the “Effective Date”), the stockholders of Whirlpool Corporation (the “Registrant”) approved the Whirlpool Corporation 2018 Omnibus Stock and Incentive Plan (the “2018 Plan”). The total number of shares of the Registrant’s common stock, par value \$1.00 per share, that may be granted under the 2018 Plan consists of up to 6,900,000 shares of common stock (reduced by 1,115,066 shares subject to awards granted under the Whirlpool Corporation Amended and Restated 2013 Omnibus Stock and Incentive Plan (the “2013 Plan”) after December 31, 2017) and consisting of 2,249,155 new shares (to be registered on a subsequently-filed registration statement on Form S-8) and the sum of (i) 3,535,780 shares of common stock available under the 2013 Plan and which ceased to be available for future awards under the 2013 Plan as of the Effective Date and (ii) the number of undelivered shares subject to outstanding awards under the 2013 Plan that become available for future awards under the 2018 Plan as provided for in the 2018 Plan (the shares described in (i) and (ii), the “Prior Plan Shares”).

In accordance with Item 512(a)(1)(iii) of Regulation S-K and Compliance and Disclosure Interpretation 126.43, this Post-Effective Amendment No. 1 to Registration Statement No. 333-187948 (the “Post-Effective Amendment”) is hereby filed to cover the issuance of the Prior Plan Shares pursuant to the 2018 Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I are not required to be filed with the Securities and Exchange Commission (the “Commission”) as part of this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “Securities Act”), and will be delivered to participants in accordance with such rule.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents heretofore filed with the Commission by the Registrant are incorporated herein by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017;
- (b) The Registrant’s Current Reports on Form 8-K, filed with the Commission on January 10, 2018, January 23, 2018 and April 18, 2018;
- (c) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year referred to in (a) above; and
- (d) The description of the Registrant’s common stock contained in the Registrant’s Current Report on Form 8-K, filed on April 23, 2009, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (which does not include Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information, unless otherwise indicated therein) after the date of this Registration Statement, but prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that 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.

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 supersedes such statement. 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.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Bridget K. Quinn, who has rendered an opinion as to the validity of the common stock being registered by this Registration Statement, is an employee of the Registrant and holds restricted stock equivalents and options to purchase shares of the Registrant's common stock.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law permits the Registrant's board of directors to indemnify any person against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding in which such person is made a party by reason of his or her being or having been a director, officer, employee, or agent of the Registrant, or serving or having served, at the request of the Registrant, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

Article Sixth of the Registrant's restated certificate of incorporation provides for indemnification of its directors, officers, employees, and other agents to the fullest extent permitted by law.

As permitted by sections 102 and 145 of the Delaware General Corporation Law, the Registrant's restated certificate of incorporation eliminates the liability of a director of the Registrant for monetary damages to the Registrant and its stockholders arising from a breach or alleged breach of a director's fiduciary duty except for liability for any breach of the director's duty of loyalty to the Registrant or its stockholders, liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, liability under section 174 of the Delaware General Corporation Law, or liability for any transaction from which the director derived an improper personal benefit.

In addition, the Registrant maintains officers' and directors' insurance covering certain liabilities that may be incurred by officers and directors in the performance of their duties.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of Whirlpool Corporation (amended and restated as of April 22, 2009) (Incorporated by reference from Exhibit 3.1 to the Registrant's Form 8-K filed on April 23, 2009).
4.2	By-Laws of Whirlpool Corporation (amended and restated effective October 18, 2016) (Incorporated by reference from Exhibit 3.2 to the Registrant's Form 8-K filed on October 21, 2016).
4.3	Whirlpool Corporation Amended and Restated 2010 Omnibus Stock and Incentive Plan (Incorporated by reference from Exhibit 10.1 to the Registrant's Registration Statement on Form S-8 filed on April 16, 2013)
4.4	Whirlpool Corporation 2018 Omnibus Stock and Incentive Plan (Incorporated by reference from Exhibit 10.1 to the Registrant's Form 8-K filed on April 18, 2018).
5.1*	Opinion of Bridget K. Quinn with respect to validity of issuance of securities
23.1*	Consent of Bridget K. Quinn (included in Exhibit 5.1)
23.2*	Consent of Independent Registered Public Accounting Firm

* Each document marked with an asterisk is filed herewith.

Item 9. Undertakings.

(a) The 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 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 20 percent 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) do not apply if 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 Section 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 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's 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.

Michael F. Johnston

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John D. Liu

Director

April 20, 2018

James M. Loree

Director

*

Harish Manwani

Director

April 20, 2018

*

William D. Perez

Director

April 20, 2018

Larry O. Spencer

Director

*

Michael D. White

Director

April 20, 2018

*By: /s/ Kirsten J. Hewitt
Kirsten J. Hewitt, as Attorney-in-Fact



2000 N. M-63 • BENTON HARBOR, MI 49022-2692

April 20, 2018

Whirlpool Corporation
2000 N. M-63
Benton Harbor, MI 49022-2692

Ladies and Gentlemen:

I have acted as counsel to Whirlpool Corporation (the "Company") in connection with the preparation of the Company's Post-Effective Amendment No. 1 (the "Post-Effective Amendment") to Registration Statement No. 333-187948 on Form S-8 under the Securities Act of 1933, as amended (the "Registration Statement"), covering shares of common stock, \$1.00 par value per share, of the Company (the "Common Stock") which may be issued to participants under the Whirlpool Corporation 2018 Omnibus Stock and Incentive Plan (the "2018 Plan") as a result of awards or the exercise of options granted to such participants.

On April 17, 2018 (the "Effective Date"), the stockholders of the Company approved the 2018 Plan. The total number of shares of Common Stock that may be granted under the 2018 Plan consists of up to 6,900,000 shares of Common Stock (reduced by 1,115,066 shares subject to awards granted under the Whirlpool Corporation Amended and Restated 2013 Omnibus Stock and Incentive Plan (the "2013 Plan") after December 31, 2017) and consisting of 2,249,155 new shares (to be registered on a subsequently-filed registration statement on Form S-8) and the sum of (i) 3,535,780 shares of Common Stock available under the 2013 Plan and which ceased to be available for future awards under the 2013 Plan as of the Effective Date and (ii) the number of undelivered shares subject to outstanding awards under the 2013 Plan that become available for future awards under the 2018 Plan as provided for in the 2018 Plan (the shares described in (i) and (ii), the "Prior Plan Shares").

I have examined the Plan and such other records, documents, and matters of law and satisfied myself as to such matters of fact as I have deemed relevant for purposes of this opinion. In rendering this opinion, I have assumed without investigation that the information supplied to me by the Company and its employees and agents is accurate and complete.

Based upon and subject to the foregoing, I am of the opinion that, assuming that (i) the Registration Statement and Post-Effective Amendment become effective under the Securities Act of 1933, as amended, (ii) the Prior Plan Shares will be issued in accordance with the terms of the 2018 Plan and in the manner described in the Registration Statement and Post-Effective Amendment, and (iii) certificates representing the Prior Plan Shares have been duly executed, countersigned by the Company's transfer agent/registrars and delivered on behalf of the Company against payment of the full consideration for the Prior Plan Shares in accordance with the terms of the 2018 Plan (assuming in each case the consideration received by the Company is at least equal to \$1.00 par value per share) or, if any Prior Plan Shares are to be issued in uncertificated form, the Company's books shall reflect the issuance of such Prior Plan Shares to the person entitled thereto against payment of the full consideration for the Prior Plan Shares in accordance with the terms of the 2018 Plan (assuming in each case the consideration received by the Company is at least equal to \$1.00 par value per share), the Prior Plan Shares to be issued to participants under the 2018 Plan will be validly issued, fully paid, and non-assessable when so delivered pursuant to and in accordance with the terms and conditions of the 2018 Plan.

The opinions expressed herein are limited solely to the General Corporation Law of the State of Delaware. I express no opinion on the laws of any other jurisdiction or the applicability or effect of any such laws or principles. I do not find it necessary for purposes of this opinion, and accordingly do not purport herein, to cover the application of the federal laws of the United States of America or any state securities or "Blue Sky" laws to the delivery of the Prior Plan Shares to the participants pursuant to and in accordance with the terms and conditions of the 2018 Plan.

I hereby consent to the filing of this opinion as an exhibit to the Post-Effective Amendment and to the reference to me included in and made a part of the Post-Effective Amendment.

Sincerely,

/s/ Bridget K. Quinn

Bridget K. Quinn

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 333-187948) pertaining to the Whirlpool Corporation 2018 Omnibus Stock and Incentive Plan (Plan) of our reports dated February 13, 2018, with respect to the consolidated financial statements and schedule of Whirlpool Corporation and the effectiveness of internal control over financial reporting of Whirlpool Corporation, 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

Chicago, Illinois
April 20, 2018