

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 October 10, 2017;
- (2) the Corporation's Reports on Form 6-K, furnished to the SEC on (i) April 27, 2018, (ii) July 27, 2018, (iii) October 10, 2018, and (iv) October 10, 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 October 10, 2017.

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, supplemented or amended by any statement in any document subsequently filed by the Corporation.

**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 offered.

**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 be 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 and in that event the Registrant will indemnify and hold harmless such persons to the maximum extent permitted by applicable law

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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 classification as an

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