

As filed with the Securities and Exchange Commission on April 26, 2012

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

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

GRACO INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

41-0285640
(I.R.S. Employer Identification No.)

**88-11th Avenue N.E.
Minneapolis, Minnesota 55413-1894**
(Address of registrant's principal executive offices, including zip code)

Graco Inc. 2006 Employee Stock Purchase Plan
(Full title of the plan)

Karen Park Gallivan
Vice President, General Counsel & Secretary
88-11th Avenue N.E.
Minneapolis, Minnesota 55413-1894
(612) 623-6604
(Name, address and telephone number,
including area code, of agent for service)

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered¹	Proposed maximum offering price per share²	Proposed maximum aggregate offering price²	Amount of registration fee
Common Stock (\$1.00 par value) ³	5,000,000 shares	\$53.90	\$269,500,000	\$30,884.70

1. Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also registers such additional shares of Common Stock that become available under the foregoing plan in connection with changes in the number of outstanding Common Stock because of events such as stock splits, stock dividends, combinations or reclassifications of shares, recapitalizations, mergers or other similar events.

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2. Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and 457 (h)(1), based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on April 23, 2012.
 3. Each share of Common Stock includes a Preferred Share Purchase Right pursuant to the Registrant's Rights Agreement.

EXPLANATORY NOTE

On April 20, 2012, the shareholders of Graco Inc. (the “Company”) approved an amendment to the Graco Inc. 2006 Employee Stock Purchase Plan (the “Plan”) increasing the number of shares authorized for issuance under the Plan. This Registration Statement relates to shares of Common Stock issuable under the Plan.

PART I **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 have been or will be sent to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

PART II **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Securities and Exchange Commission (the “SEC”), are incorporated by reference in this Registration Statement as of their respective dates:

(a) The Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2011, filed February 21, 2012;

(b) All other reports of the Company 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 covered by the Annual Report referred to in subsection (a) above; and

(c) The description of the Company’s Common Stock, par value \$1.00 per share, contained in any registration statement or report filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered here have been sold or which deregisters all securities remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the respective dates of filing of such documents.

Any statement contained in any document incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which 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 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.

Karen P. Gallivan, Vice President, General Counsel and Secretary of the Company, has given her opinion about certain legal matters affecting the shares of the Company’s Common Stock registered under this Registration Statement. Ms. Gallivan is eligible to participate in the Plan and, as of April 25, 2012, she is the beneficial owner of 148,415 shares of the Company’s Common Stock, which includes 145,500 shares to which she has the right to

acquire beneficial ownership upon the exercise of stock options that are currently exercisable or become exercisable within 60 days of April 25, 2012.

In addition, as a director of The Graco Foundation (the “Foundation”), Ms. Gallivan shares voting and investment power over 17,944 shares of the Company’s Common Stock held by the Foundation. Ms. Gallivan disclaims beneficial ownership of such shares.

Item 6. Indemnification of Directors and Officers.

Section 302A.521 of the Minnesota Business Corporation Act provides that a company shall, subject to certain limitations, indemnify officers and directors made or threatened to be made a party to a proceeding by reason of that officer’s or director’s former or present official capacity with the company. As required, the Company will indemnify that person against judgments, penalties, fines, settlements and reasonable expenses if the officer or director:

- has not been indemnified by another organization;
- acted in good faith;
- has not received an improper personal benefit and Section 302A.255 of the Minnesota Business Corporation Act regarding director conflicts of interests, if applicable, has been satisfied;
- assuming the case is a criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful; and
- reasonably believed that the conduct was in the best interests of the Company or, in the case of an officer or director who is or was serving at the request of the Company as a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, reasonably believed that the conduct was not opposed to the best interests of the Company.

Article 7 of the Company’s Restated Articles of Incorporation, as amended to date, provides that no director of the Company shall be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty by such director as a director, provided, however, that the liability of the director shall not be eliminated or limited: (i) for breach of the director’s duty of loyalty to the Company or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) under Section 302A.559 of the Minnesota Business Corporation Act or Section 80A.76 of the Minnesota Securities Law; or (iv) for any transactions from which the director derived an improper personal benefit. Article 7 of the Company’s Restated Articles of Incorporation further provides that no amendment to or repeal of said Article shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Section 8.01 of the Company’s Restated Bylaws, as amended to date, provides that the Company shall indemnify its officers and directors under such circumstances and to the extent permitted by Section 302A.521 of the Minnesota Business Corporation Act, as now enacted or as hereafter amended.

The Company maintains directors’ and officers’ liability insurance which covers certain liabilities and expenses of its directors and officers and covers the Company for reimbursement of payments to its directors and officers in respect of such liabilities and expenses.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 4.1 Restated Articles of Incorporation as amended June 14, 2007. (Incorporated by reference to Exhibit 3.1 to the Company’s Report on Form 10-Q for the thirteen weeks ended June 29, 2007.)
- 4.2 Restated Bylaws as amended June 13, 2002. (Incorporated by reference to Exhibit 3 to the

Company's Report on Form 10-Q for the thirteen weeks ended June 28, 2002.)

- 4.3 Form of Articles of Amendment of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Shares. (Incorporated by reference to Exhibit 2 to the Company's Registration Statement on Form 8-A filed on February 16, 2010.)
- 4.4 Rights Agreement, dated as of February 12, 2010, between the Company and Wells Fargo Bank, N.A., as Rights Agent. (Incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A dated February 16, 2010.)
- 5.1 Opinion and consent of Karen P. Gallivan, Vice President, General Counsel and Secretary of Graco Inc., regarding legality.
- 23.1 Consent of Deloitte & Touche LLP, the Company's independent registered public accounting firm.
- 24.1 Power of Attorney.

Item 9. Undertakings.

A. Post-Effective Amendments.

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:
 - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (b) 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 is registered) and 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;
 - (c) 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) and (b) above will 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 SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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. Subsequent Documents Incorporated by Reference.

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 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. Claims for Indemnification.

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 SEC 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 other 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

Pursuant to the requirements of the Securities Act, 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 Minneapolis, State of Minnesota, on the 26th day of April, 2012.

GRACO INC.

By: /s/ Karen P. Gallivan
Karen P. Gallivan
Vice President, General Counsel
and Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Patrick J. McHale</u> Patrick J. McHale	President and Chief Executive Officer (Principal Executive Officer)	April 26, 2012
<u>/s/ James A. Graner</u> James A. Graner	Chief Financial Officer (Principal Financial Officer)	April 26, 2012
<u>/s/ Caroline M. Chambers</u> Caroline M. Chambers	Vice President and Controller (Principal Accounting Officer)	April 26, 2012
Lee R. Mitau	Director, Chairman of the Board	
William J. Carroll	Director	
Eric P. Etchart	Director	
Jack W. Eugster	Director	
J. Kevin Gilligan	Director	
Patrick J. McHale	Director	
Marti Morfitt	Director	
William G. Van Dyke	Director	
R. William Van Sant	Director	

Patrick J. McHale, by signing his name hereto, does hereby sign this document on behalf of himself and each of the above named directors of the registrant pursuant to powers of attorney duly executed by such persons (set forth in Exhibit 24.1 to this Registration Statement).

/s/ Patrick J. McHale
Patrick J. McHale
(For himself and as attorney-in-fact)
Dated: April 26, 2012

EXHIBIT INDEX

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4.3	Form of Articles of Amendment of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Shares. (Incorporated by reference to Exhibit 2 to the Company's Registration Statement on Form 8-A filed on February 16, 2010.)
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5.1	Opinion and consent of Karen P. Gallivan, Vice President, General Counsel and Secretary of Graco Inc., regarding legality.
23.1	Consent of Deloitte & Touche LLP, the Company's independent registered public accounting firm.
24.1	Power of Attorney.

April 26, 2012

Graco Inc.
88-11th Avenue N.E.
Minneapolis, Minnesota 55413-1894

To Whom It May Concern:

I am a member of the bar of the State of Minnesota and Vice President, General Counsel and Secretary of Graco Inc. (the “Company”). I have examined the registration statement on Form S-8 (the “Registration Statement”) that is being filed by the Company with the Securities and Exchange Commission (the “SEC”) in connection with the registration under the Securities Act of 1933, as amended, of 5,000,000 shares of Common Stock, \$1.00 par value, of the Company, to be issued to employees of the Company pursuant to the Graco Inc. 2006 Employee Stock Purchase Plan (the “Plan”).

I have examined such documents and have reviewed such questions of law as I have considered necessary and appropriate for the purposes of this opinion. I am of the opinion that when the shares of Common Stock have been issued and sold pursuant to the Plan, the shares will be legally issued, fully paid and nonassessable under the laws of the State of Minnesota, provided: (i) the value received by the Company is at least equal to the par value of the shares of Common Stock; and (ii) the Registration Statement shall have become effective under the Securities Act of 1933, as amended.

I consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Karen P. Gallivan

Karen P. Gallivan
Vice President, General Counsel
and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 21, 2012, relating to the consolidated financial statements and financial statement schedule of Graco Inc. and Subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Graco Inc. and Subsidiaries for the year ended December 30, 2011.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
April 26, 2012

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Patrick J. McHale, James A. Graner, Caroline M. Chambers, Karen Park Gallivan, or any of them severally, his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 to be filed under the Securities Act of 1933 for the registration of 5,000,000 shares of Common Stock of Graco Inc. under the Graco Inc. 2006 Employee Stock Purchase Plan and any and all post-effective amendments thereto, and to file such registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform to all intents and purposes as he or she 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.

In witness whereof, this Power of Attorney has been signed by the following persons on April 20, 2012.

/s/ Lee R. Mitau
Lee R. Mitau

/s/ William J. Carroll
William J. Carroll

/s/ Eric P. Etchart
Eric P. Etchart

/s/ Jack W. Eugster
Jack W. Eugster

/s/ J. Kevin Gilligan
J. Kevin Gilligan

/s/ Marti Morfitt
Marti Morfitt

/s/ Patrick J. McHale
Patrick J. McHale

/s/ William G. Van Dyke
William G. Van Dyke

/s/ R. William Van Sant
R. William Van Sant