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

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

PIPER SANDLER COMPANIES

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

800 Nicollet Mall, Suite 900
Minneapolis, Minnesota
(Address of Principal Executive
Offices)

30-0168701
(I.R.S. Employer
Identification No.)

55402
(Zip Code)

PIPER SANDLER COMPANIES AMENDED AND RESTATED
2003 ANNUAL AND LONG-TERM INCENTIVE PLAN
(as amended and restated May 15, 2020)
(Full title of the plan)

John W. Geelan
General Counsel and Secretary
Piper Sandler Companies
800 Nicollet Mall, Suite 900
Minneapolis, Minnesota 55402
(Name and address of agent for service)

(612) 303-6000
(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, 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

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 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 on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an additional 729,427 shares of common stock, par value \$0.01 per share (the “Common Stock”), of Piper Sandler Companies, a Delaware corporation (the “Registrant”), to be issued pursuant to the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (as amended and restated May 15, 2020) (the “Plan”). In accordance with Section E. of the General Instructions to Form S-8, the contents of the following Registration Statements on Form S-8 relating to the Plan previously filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference: File No. [333-111665](#), File No. [333-122494](#), File No. [333-142699](#), File No. [333-150962](#), File No. [333-159360](#), File No. [333-205229](#), File No. [333-228096](#) and File No. [333-238598](#).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following are filed as exhibits to this Registration Statement:

EXHIBIT INDEX

Exhibit No.	Description	Method of Filing
4.1	Amended and Restated Certificate of Incorporation	(1)
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation	(2)
4.3	Amended and Restated Bylaws (as of January 3, 2020)	(3)
4.4	Form of Specimen Certificate for Piper Sandler Companies Common Stock	(4)
4.5	Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (as amended and restated May 15, 2020)	(5)
5.1	Opinion of Faegre Drinker Biddle & Reath LLP	Filed herewith
23.1	Consent of Ernst & Young LLP	Filed herewith
23.2	Consent of Faegre Drinker Biddle & Reath LLP	Included in Exhibit 5.1
24.1	Power of Attorney	Filed herewith
107	Filing Fee Table	Filed herewith
(1)	Filed as Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2007, filed with the Commission on August 3, 2007, and incorporated herein by reference.	
(2)	Filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed with the Commission on January 6, 2020, and incorporated herein by reference.	
(3)	Filed as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K, filed with the Commission on January 6, 2020, and incorporated herein by reference.	
(4)	Filed as Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Commission on February 26, 2018, and incorporated herein by reference.	
(5)	Filed as Exhibit 4.5 to the Registrant’s Registration Statement on Form S-8, filed with the Commission on May 22, 2020, and incorporated herein by reference.	

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 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 November 1, 2022.

PIPER SANDLER COMPANIES
(Registrant)

By: /s/ Chad R. Abraham
Name: Chad R. Abraham
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Chad R. Abraham</u> Chad R. Abraham	Chairman and Chief Executive Officer (Principal Executive Officer)	November 1, 2022
<u>/s/ Timothy L. Carter</u> Timothy L. Carter	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 1, 2022
<u>*</u> Jonathan J. Doyle	Director	November 1, 2022
<u>*</u> William R. Fitzgerald	Director	November 1, 2022
<u>*</u> Victoria M. Holt	Director	November 1, 2022
<u>*</u> Robbin Mitchell	Director	November 1, 2022
<u>*</u> Thomas S. Schreier, Jr.	Director	November 1, 2022

*

Sherry M. Smith

Director

November 1, 2022

*

Philip E. Soran

Director

November 1, 2022

*

Brian R. Sterling

Director

November 1, 2022

*

Scott C. Taylor

Director

November 1, 2022

* John W. Geelan, by signing his name hereto, does sign this document on behalf of the above noted individuals, pursuant to the powers of attorney duly executed by such individuals which have been filed as an exhibit to this Registration Statement.

By: /s/ John W. Geelan

Name: John W. Geelan

Title: Attorney-in-Fact



faegredrinker.com

Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
+1 612 766 7000 main
+1 612 766 1600 fax

November 1, 2022

Board of Directors of
Piper Sandler Companies
800 Nicollet Mall, Suite 900
Minneapolis, Minnesota 55402

Ladies and Gentlemen:

We have acted as counsel to Piper Sandler Companies, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), registering the offer and sale of up to an additional 729,427 shares of common stock, par value \$0.01 per share, of the Company (the "Shares"), issuable by the Company pursuant to the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (as amended and restated May 15, 2020, the "Plan").

For purposes of this opinion letter, we have examined the Plan, the Registration Statement, the Amended and Restated Certificate of Incorporation of the Company, as amended and currently in effect, the Amended and Restated Bylaws of the Company, as currently in effect, and the resolutions of the Company's board of directors authorizing the issuance of the Shares. We have also examined a certificate of the Secretary of the Company dated as of the date hereof (the "Certificate") and originals, or copies certified or otherwise authenticated to our satisfaction, of such corporate records and other records, agreements, instruments, certificates of public officials, and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of statutes and decisions and reviewed such questions of law as we have deemed relevant and necessary in connection with the opinions hereinafter expressed. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, officers and other representatives of the Company (including the Certificate), and others, without any independent verification thereof.

In rendering the opinions set forth below, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures, including electronic signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based upon and subject to the foregoing and the other qualifications, assumptions and limitations stated herein, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares and that, when (a) issued and sold as contemplated in the Registration Statement and in accordance with the Plan and any applicable award agreement, and (b) where applicable, the consideration for the Shares specified in the Plan and any applicable award agreement has been received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We express no opinion concerning the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.

This opinion letter speaks only as of the date the Registration Statement becomes effective under the Securities Act, and we assume no obligation to revise or supplement this opinion letter thereafter. This opinion letter is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent, 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 thereunder.

Very truly yours,

FAEGRE DRINKER BIDDLE & REATH LLP

By: /s/ W. Morgan Burns
W. Morgan Burns

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the registration of shares of Piper Sandler Companies common stock for the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan of our report dated February 25, 2022, with respect to the consolidated financial statements of Piper Sandler Companies and the effectiveness of internal control over financial reporting of Piper Sandler Companies included in its Annual Report (10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Minneapolis, Minnesota
November 1, 2022

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That each person whose signature appears below, as a director and/or officer of Piper Sandler Companies, a Delaware corporation (the "Company"), with its general offices in the City of Minneapolis, State of Minnesota, does hereby make, constitute and appoint Chad R. Abraham, Timothy L. Carter and John W. Geelan, or any one of them acting alone, his or her true and lawful attorneys, with full power of substitution and resubstitution, in his or her name, place and stead, in any and all capacities, to execute and sign a registration statement or registration statements on Form S-8 covering the registration of securities of the Company to be issued under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (as amended and restated May 15, 2020) as approved by the Board of Directors of the Company, and any amendments or post-effective amendments to such registration statement or statements and documents in connection therewith, all to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, giving and granting unto said attorneys full power and authority to do and perform such actions as fully as they might have done or could do if personally present and executing any of said documents.

Dated and effective as of November 1, 2022.

/s/ Chad R. Abraham
Chad R. Abraham, Chairman and Chief Executive Officer

/s/ Thomas S. Schreier, Jr.
Thomas S. Schreier, Jr., Director

/s/ Timothy L. Carter
Timothy L. Carter, Chief Financial Officer

/s/ Sherry M. Smith
Sherry M. Smith, Director

/s/ Jonathan J. Doyle
Jonathan J. Doyle, Director

/s/ Philip E. Soran
Philip E. Soran, Director

/s/ William R. Fitzgerald
William R. Fitzgerald, Director

/s/ Brian R. Sterling
Brian R. Sterling, Director

/s/ Victoria M. Holt
Victoria M. Holt, Director

/s/ Scott C. Taylor
Scott C. Taylor, Director

/s/ Robbin Mitchell
Robbin Mitchell, Director

Calculation of Filing Fee Tables

FORM S-8
(Form Type)Piper Sandler Companies
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Other	729,427	\$ 116.38	\$ 84,890,714.26	0.00011020	\$ 9,354.96
Total Offering Amounts					\$ 84,890,714.26		\$ 9,354.96
Total Fee Offsets							--
Net Fee Due							\$ 9,354.96

(1) This registration statement shall also cover any additional shares of common stock, par value \$0.01 per share (the "Common Stock"), of the registrant which become issuable with respect to the shares of Common Stock registered hereunder for issuance under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (as amended and restated May 15, 2020) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.

(2) Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(h) and Rule 457(c), based on the average of the high and low sale prices per share of Common Stock on October 25, 2022, as reported on the New York Stock Exchange.