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

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

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**A. O. Smith Corporation**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**11270 West Park Place  
Milwaukee, Wisconsin**  
(Address of principal executive offices)

**39-0619790**  
(I.R.S. Employer  
Identification No.)

**53224-9508**  
(Zip Code)

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**A. O. Smith Combined Incentive Compensation Plan**  
(Full title of the plan)

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*Copy to:*

**James F. Stern, Esq.**  
**Executive Vice President, General Counsel  
and Secretary**  
**A. O. Smith Corporation**  
**11270 West Park Place**  
**Milwaukee, Wisconsin 53224-9508**  
**(414) 359-4000**  
(Name, address and telephone number,  
including area code, of agent for service)

**Patrick G. Quick, Esq.**  
**Foley & Lardner LLP**  
**777 East Wisconsin Avenue**  
**Milwaukee, Wisconsin 53202**  
**(414) 271-2400**

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.

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**STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8**

The purpose of this Registration Statement is to register 2,400,000 additional shares of Common Stock, \$1 par value per share, of A. O. Smith Corporation (the "Company") in connection with the A. O. Smith Combined Incentive Compensation Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Company's Registration Statements on Form S-8 (Reg. Nos. 333-92428, 333-144950 and 333-170436), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement).

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

**Item 8. Exhibits.**

The exhibits filed herewith or incorporated herein by reference are set forth in the attached Exhibit Index.

**EXHIBIT INDEX**

Exhibit Number	Description
(4.1)	<a href="#"><u>A. O. Smith Combined Incentive Compensation Plan, incorporated by reference to Exhibit A of the Proxy Statement filed on March 6, 2020 for the 2020 Annual Meeting of Stockholders.</u></a>
(4.2)	<a href="#"><u>Restated Certificate of Incorporation of A. O. Smith Corporation as amended through April 11, 2016, incorporated by reference to Exhibit 3i(b) in the quarterly report on Form 10-Q for the quarter ended March 31, 2016.</u></a>
(4.3)	<a href="#"><u>By-laws of A. O. Smith Corporation as amended October 10, 2019, incorporated by reference to Exhibit 3.1 in the current report on Form 8-K dated October 16, 2019.</u></a>
(4.5)	<a href="#"><u>Amended and Restated Credit Agreement, dated as of December 12, 2012, among A. O. Smith Corporation, A. O. Smith Enterprises Ltd., A. O. Smith International Holdings B.V., and the financial institutions and agents party thereto, incorporated by reference to Exhibit 4.1 in the current report on Form 8-K dated December 12, 2012.</u></a>
(4.6)	<a href="#"><u>Amendment No. 1 dated as of December 15, 2016, to the Amended and Restated Credit Agreement, dated as of December 12, 2012, among A. O. Smith Corporation, A. O. Smith Enterprises Ltd., A. O. Smith International Holdings B.V., and the financial institutions and agents party thereto, incorporated by reference to Exhibit 4(c) in the annual report on Form 10-K for the fiscal year ended December 31, 2016.</u></a>
(4.7)	<a href="#"><u>Amendment No. 2 dated as of April 1, 2021, to the Amended and Restated Credit Agreement, dated as of December 12, 2012, among A. O. Smith Corporation, A. O. Smith Enterprises Ltd., A. O. Smith International Holdings B.V., and the financial institutions and agents party thereto, incorporated by reference to Exhibit 10.1 in the quarterly report on Form 10-Q for the quarter ended March 31, 2021.</u></a>
(4.8)	<a href="#"><u>Amendment No. 3 dated as of May 1, 2023, to the Amended and Restated Credit Agreement, dated as of December 12, 2012, among A. O. Smith Corporation, A. O. Smith Enterprises Ltd., A. O. Smith International Holdings B.V., and the financial institutions and agents party thereto, incorporated by reference to Exhibit 10.1 in the quarterly report on Form 10-Q for the quarter ended September 30, 2023.</u></a>
(4.9)	<a href="#"><u>A. O. Smith Corporation Executive Incentive Compensation Award Agreement (Acceptance Certificates and Terms and Conditions) incorporated by reference to exhibit 10(k) of the annual report on Form 10-K for the fiscal year ended December 31, 2022 (for grants after February 2023).</u></a>
(5)	<a href="#"><u>Opinion of James F. Stern</u></a>
(23.1)	<a href="#"><u>Consent of Ernst &amp; Young LLP.</u></a>
(23.2)	<a href="#"><u>Consent of James F. Stern (contained in Exhibit (5)).</u></a>
(24)	<a href="#"><u>Power of Attorney (contained on the signature page hereto).</u></a>
(107)	<a href="#"><u>Filing Fee Table.</u></a>

## 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 Milwaukee, State of Wisconsin, on this 4th day of April, 2024.

A. O. SMITH CORPORATION

By:

/s/ Kevin J. Wheeler

Kevin J. Wheeler  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on April 4, 2024. Each person whose signature appears below constitutes and appoints Kevin J. Wheeler, Charles T. Lauber and James F. Stern, and each of them individually, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any and 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<i>Name and Title</i>	<i>Signature</i>
KEVIN J. WHEELER Director Chairman and Chief Executive Officer	/s/ Kevin J. Wheeler <hr/> Kevin J. Wheeler
CHARLES T. LAUBER Executive Vice President and Chief Financial Officer	/s/ Charles T. Lauber <hr/> Charles T. Lauber
BENJAMIN A. OTCHERE Vice President and Controller	/s/ Benjamin A. Otchere <hr/> Benjamin A. Otchere
RONALD D. BROWN Director	/s/ Ronald D. Brown <hr/> Ronald D. Brown
VICTORIA M. HOLT Director	/s/ Victoria M. Holt <hr/> Victoria M. Holt
DR. ILHAM KADRI Director	/s/ Dr. Ilham Kadri <hr/> Dr. Ilham Kadri
MICHAEL M. LARSEN Director	/s/ Michael M. Larsen <hr/> Michael M. Larsen
CHRISTOPHER L. MAPES Director	/s/ Christopher L. Mapes <hr/> Christopher L. Mapes
AJITA G. RAJENDRA Director	/s/ Ajita G. Rajendra <hr/> Ajita G. Rajendra
MARK D. SMITH Director	/s/ Mark D. Smith <hr/> Mark D. Smith
IDELLE K. WOLF Director	/s/ Idelle K. Wolf <hr/> Idelle K. Wolf

**Calculation of Filing Fee Table**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**A. O. Smith Corporation**

(Exact name of registrant as specified in its charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$1.00 par value per share	Other <sup>(2)</sup>	2,400,000 <sup>(1)</sup>	\$89.18 <sup>(2)</sup>	\$214,032,000.00	0.0001476	\$31,591.12
Total Offering Amounts				—	\$214,032,000.00	—	\$31,591.12
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$31,591.12

- (1) Represents 2,400,000 additional shares of A. O. Smith Corporation Common Stock issuable under the A. O. Smith Combined Incentive Compensation Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the anti-dilution provisions of the A. O. Smith Combined Incentive Compensation Plan.
- (2) Estimated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee based on the average of the high and low prices for A. O. Smith Corporation Common Stock on the New York Stock Exchange on March 28, 2024.

Exhibit 5

LEGAL DEPARTMENT  
P.O. Box 245008  
Milwaukee, WI 53224-9508  
Direct Dial Number: (414) 359-4031  
E-Mail Address: [jstern@aosmith.com](mailto:jstern@aosmith.com)

April 4, 2024

A. O. Smith Corporation  
11270 West Park Place  
Milwaukee, WI 53224

Gentlemen:

I have acted as counsel for A. O. Smith Corporation (the "Company") in connection with the preparation of a Registration Statement on Form S-8 ("Registration Statement") to be filed by you with the Securities and Exchange Commission under the Securities Act of 1933, as amended ("Securities Act"), relating to 2,400,000 shares of Common Stock, \$1 par value per share ("Common Stock"), of the Company, which may be issued pursuant to the A. O. Smith Combined Incentive Compensation Plan (the "Plan").

In this connection, I have examined (a) signed copies of the Registration Statement; (b) the Restated Certificate of Incorporation and By-Laws, as amended to date, of the Company; (c) copies of resolutions of the Board of Directors and stockholders of the Company relating to the Plan; (d) the Plan and applicable forms of awards agreements under the Plan; and (e) such other proceedings, documents and records as I have deemed necessary for purposes of giving this opinion. In addition, I have made such investigations and have reviewed such other documents as I have deemed necessary or appropriate under the circumstances. With respect to all of the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals and the conformity to originals of all documents submitted to me as certified or reproduced copies.

Based upon the foregoing, I am of the opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Delaware.
2. The shares of Common Stock covered by the Registration Statement have been duly authorized and, when issued by the Company pursuant to the terms and conditions of the Plan, and as contemplated in the Registration Statement, will be validly issued, fully paid and nonassessable.

I hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not admit that I am an expert within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of said Act.

Very truly yours,

A. O. SMITH CORPORATION

/s/James F. Stern  
Executive Vice President,  
General Counsel and Secretary

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the A.O Smith Combined Incentive Compensation Plan of our reports dated February 13, 2024, with respect to the consolidated financial statements and schedule of A. O. Smith Corporation and the effectiveness of internal control over financial reporting of A. O. Smith Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/Ernst & Young LLP

Milwaukee, Wisconsin

April 4, 2024