

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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

MONTROSE ENVIRONMENTAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

46-4195044
(I.R.S. Employer
Identification No.)

Montrose Environmental Group, Inc.
1 Park Plaza, Suite 1000
Irvine, California 92614
(949) 988-3500
(Address of Principal Executive Offices, Zip Code)

Montrose Environmental Group, Inc. Amended and Restated 2017 Stock Incentive Plan
(Full title of the plan)

Vijay Manthripragada
President and Chief Executive Officer
Montrose Environmental Group, Inc.
1 Park Plaza, Suite 1000
Irvine, California 92614
(949) 988-3500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Nasym Afsari
General Counsel and Secretary
Montrose Environmental Group, Inc.
1 Park Plaza, Suite 1000
Irvine, California 92614
(949) 988-3500

Sean C. Feller
Gibson, Dunn & Crutcher LLP
2029 Century Park East, Suite 4000
Los Angeles, CA 90067
(310) 552-8500

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 ☐

Non-accelerated filer ☒

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. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.000004 per share, to be issued under the Montrose Environmental Group, Inc. Amended and Restated 2017 Stock Incentive Plan (the “2017 Plan”)	999,307 (2)	\$43.01(3)	\$42,980,194	\$4,689.14

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Company’s common stock that become issuable under the 2017 Plan by reason of any stock dividend, stock split, recapitalization or similar transaction.
 - (2) Represents shares of common stock authorized for issuance under the 2017 Plan.
 - (3) This estimate is made pursuant to Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share, the Proposed Maximum Aggregate Offering Price and the Amount of Registration Fee have been computed on the basis of the average of the high and low prices per share of the common stock reported on the New York Stock Exchange on March 23, 2021.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Montrose Environmental Group, Inc. (the “Registrant”) relating to additional shares of its common stock, par value \$0.000004 per share (the “Common Stock”), available for issuance pursuant to the Montrose Environmental Group, Inc. Amended and Restated 2017 Stock Incentive Plan (the “2017 Plan”). The information contained in the Registrant’s registration statement on Form S-8 (SEC File No. 333-248533), together with all exhibits filed therewith or incorporated therein by reference, is hereby incorporated herein by reference pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.7 to the Company’s Amendment No. 1 to the Registration Statement on Form S-1 filed with the Commission on July 14, 2020 in Commission File No. 333-239542).</u>
4.2	<u>Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.8 to the Company’s Amendment No. 1 to the Registration Statement on Form S-1 filed with the Commission on July 14, 2020 in Commission File No. 333-239542).</u>
5.1	<u>Opinion of Gibson, Dunn & Crutcher LLP (filed herewith).</u>
23.1	<u>Consent of Deloitte & Touche LLP (filed herewith).</u>
23.2	<u>Consent of Gibson, Dunn & Crutcher LLP (incorporated by reference from Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature pages hereof).</u>
99.1	<u>Montrose Environmental Group, Inc. Amended and Restated 2017 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.26 to Amendment No. 1 to the Company’s Registration Statement on Form S-1 filed on July 14, 2020 (File No. 333-239542)).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Irvine, State of California, on March 26, 2021.

MONTROSE ENVIRONMENTAL GROUP, INC.
(Registrant)

By: /s/ Nasym Afsari
Nasym Afsari
General Counsel and Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Vijay Manthripragada, Allan Dicks and Nasym Afsari, and each of them severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, in connection with the Registration Statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the Company (1) any and all amendments or supplements (including any and all stickers and post-effective amendments) to the Registration Statement, with all exhibits thereto, and other documents in connection therewith, and (2) any and all additional registration statements, and any and all amendments thereto, relating to the same offering of securities as those that are covered by the Registration Statement that are filed pursuant to Rule 462(b) promulgated under the Securities Act with the Commission and any applicable securities exchange or securities self-regulatory body, 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 or necessary to be done in and about the premises, 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 substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/ Vijay Manthripragada</u> Vijay Manthripragada	President, Chief Executive Officer and Director (Principal Executive Officer)	March 26, 2021
<u>/s/ Allan Dicks</u> Allan Dicks	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 26, 2021
<u>/s/ J. Miguel Fernandez de Castro</u> J. Miguel Fernandez de Castro	Director	March 26, 2021
<u>/s/ Peter M. Graham</u> Peter M. Graham	Director	March 26, 2021
<u>/s/ Peter Jonna</u> Peter Jonna	Director	March 26, 2021

Signature	Title	Date
<u>/s/ Robin Newmark</u> Robin Newmark	Director	March 26, 2021
<u>/s/ Richard E. Perlman</u> Richard E. Perlman	Chairman of the Board; Director	March 26, 2021
<u>/s/ J. Thomas Presby</u> J. Thomas Presby	Director	March 26, 2021
<u>/s/ James K. Price</u> James K. Price	Director	March 26, 2021

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Gibson, Dunn & Crutcher LLP
2029 Century Park East
Los Angeles, CA 90067-3026
Tel 310.552.8500
www.gibsondunn.com

March 26, 2021

Montrose Environmental Group, Inc.
1 Park Plaza, Suite 1000
Irvine, California 92614

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Montrose Environmental Group, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 999,307 shares of the Company's Common Stock, par value \$0.000004 per share (the "Shares"). The Shares are to be issued under the Montrose Environmental Group, Inc. Amended and Restated 2017 Stock Incentive Plan (the "Plan").

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies, of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and sold against payment therefor as set forth in the Plan, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving these consents, 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.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Gibson, Dunn & Crutcher LLP

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Frankfurt • Hong Kong • Houston • London • Los Angeles • Munich
New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 24, 2021 relating to the financial statements of Montrose Environmental Group, Inc., appearing in the Annual Report on Form 10-K of Montrose Environmental Group, Inc. for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP
Costa Mesa, CA
March 26, 2021