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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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**THE GOODYEAR TIRE & RUBBER COMPANY**  
(Exact Name of Registrant as Specified in its Charter)

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**Ohio**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**34-0253240**  
(I.R.S. Employer  
Identification No.)

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**200 Innovation Way  
Akron, Ohio 44316-0001  
(330) 796-2121**  
(Address, including zip code, of Registrant's Principal Executive Offices)

**2022 PERFORMANCE PLAN OF THE GOODYEAR TIRE & RUBBER COMPANY**  
(Full title of the plan)

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**Daniel T. Young**  
**Secretary**  
**The Goodyear Tire & Rubber Company**  
**200 Innovation Way**  
**Akron, Ohio 44316-0001**  
**(330) 796-2121**  
(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 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. (Check one)

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. ☐

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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the 2022 Performance Plan of The Goodyear Tire & Rubber Company (the “Plan”) as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). Such documents need not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, will constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents previously filed by The Goodyear Tire & Rubber Company (the “Company”) with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

1. The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021.
2. The Company’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2022.
3. The Company’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended June 30, 2022.
4. The Company’s Current Reports on Form 8-K filed with the SEC on [February 16, 2022](#), [March 17, 2022](#), [April 15, 2022](#) and [June 10, 2022](#).
5. The description of the Company’s Common Stock set forth in [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, and including any further amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment indicating that all of the securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any subsequently filed document which is also incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall be deemed, except as so 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.

The validity of the Common Stock being offered pursuant to this Registration Statement will be passed upon for the Company by David E. Phillips, Senior Vice President and General Counsel of the Company. Mr. Phillips is paid a salary by the Company, participates in the Company’s executive compensation plans and programs, owns shares of Common Stock, holds performance shares, restricted stock units and options to purchase shares of Common Stock issued under the Company’s employee benefit plans, and is expected to be a participant in the Plan.

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**Item 6. Indemnification of Directors and Officers.**

The Company is an Ohio corporation. Section 1701.13(E) of the Ohio Revised Code gives a corporation incorporated under the laws of Ohio authority to indemnify or agree to indemnify its directors and officers against certain liabilities they may incur in such capacities in connection with criminal or civil suits or proceedings, other than an action brought by or in the right of the corporation, provided that the director or officer acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, the person had no reasonable cause to believe his or her conduct was unlawful. In the case of an action or suit by or in the right of the corporation, the corporation may indemnify or agree to indemnify its directors and officers against certain liabilities they may incur in such capacities, provided that the director or officer acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation, except that indemnification shall not be made in respect of any claim, issue or matter as to which (i) the person is adjudged to be liable for negligence or misconduct in the performance of their duty to the corporation unless and only to the extent that the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses that the court considers proper or (ii) any action or suit in which the only liability asserted against a director is pursuant to Section 1701.95 of the Ohio Revised Code.

The Company has adopted provisions in its Code of Regulations that provide that it shall indemnify its directors and officers against any and all liability and reasonable expense that may be incurred by a director or officer in connection with or resulting from any claim, action, suit or proceeding in which the person may become involved by reason of his or her being or having been a director or officer of the Company, or by reason of any past or future action taken or not taken in his or her capacity as such director or officer, provided such person acted in good faith, in what he or she reasonably believed to be in or not opposed to the best interests of the Company, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The Company maintains and pays the premiums on contracts insuring the Company and its subsidiaries (with certain exclusions) against any liability to directors and officers they may incur under the above provisions for indemnification and insuring each director and officer of the Company and its subsidiaries (with certain exclusions) against liability and expense, including legal fees, which he or she may incur by reason of his or her relationship to the Company even if the Company does not have the obligation or right to indemnify such director or officer against such liability or expense.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

## Item 8. Exhibits.

The following documents are provided as exhibits to this Registration Statement.

### INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<a href="#"><u>Certificate of Amended Articles of Incorporation of the Company, dated December 20, 1954, Certificate of Amendment to Amended Articles of Incorporation of the Company, dated April 6, 1993, Certificate of Amendment to Amended Articles of Incorporation of the Company, dated June 4, 1996, Certificate of Amendment to Amended Articles of Incorporation of the Company, dated April 18, 2006, Certificate of Amendment to Amended Articles of Incorporation of the Company, dated April 22, 2009, Certificate of Amendment to Amended Articles of Incorporation of the Company, dated March 30, 2011, and Certificate of Amendment to Amended Articles of Incorporation of the Company, dated April 16, 2015, together comprising the Company's Articles of Incorporation, as amended (incorporated by reference, filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, File No. 1-1927).</u></a>
4.2	<a href="#"><u>Code of Regulations of the Company, adopted November 22, 1955, and as most recently amended on February 28, 2017 (incorporated by reference, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed March 6, 2017, File No. 1-1927).</u></a>
4.3	<a href="#"><u>2022 Performance Plan of The Goodyear Tire &amp; Rubber Company (incorporated by reference, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed April 15, 2022, File No. 1-1927).</u></a>
5.1	<a href="#"><u>Opinion of David E. Phillips, Esq., Senior Vice President and General Counsel of the Company, as to the legality of the Common Stock being registered hereby*</u></a>
23.1	<a href="#"><u>Consent of David E. Phillips, Esq., Senior Vice President and General Counsel of the Company (contained in Exhibit 5.1 hereto)*</u></a>
23.2	<a href="#"><u>Consent of PricewaterhouseCoopers LLP*</u></a>
24.1	<a href="#"><u>Power of Attorney*</u></a>
107	<a href="#"><u>Calculation of Filing Fee Table*</u></a>

\* Filed herewith.

## 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 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 was registered) and any 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 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) 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)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the 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) 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 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to 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.

(h) 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 Commission 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 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 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 Akron, State of Ohio, on August 5, 2022.

THE GOODYEAR TIRE & RUBBER COMPANY

By: /s/ Daniel T. Young

Daniel T. Young  
Secretary

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard J. Kramer</u> Richard J. Kramer	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer) and Director	August 5, 2022
<u>/s/ Darren R. Wells</u> Darren R. Wells	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 5, 2022
<u>/s/ Evan M. Scocos</u> Evan M. Scocos	Vice President and Controller (Principal Accounting Officer)	August 5, 2022
<u>*</u>	Director	
<u>James A. Firestone</u>		
<u>*</u>	Director	
<u>Werner Geissler</u>		
<u>*</u>	Director	
<u>Laurette T. Koellner</u>		
<u>*</u>	Director	
<u>Karla R. Lewis</u>		
<u>*</u>	Director	
<u>Prashanth Mahendra-Rajah</u>		
<u>*</u>	Director	
<u>John E. McGlade</u>		
<u>*</u>	Director	
<u>Roderick A. Palmore</u>		
<u>*</u>	Director	
<u>Hera Siu</u>		
<u>*</u>	Director	
<u>Michael R. Wessel</u>		
<u>*</u>	Director	
<u>Thomas L. Williams</u>		

\* By: /s/ Daniel T. Young

August 5, 2022

Daniel T. Young

*Attorney-in-Fact for each of the persons indicated*

August 5, 2022

The Goodyear Tire & Rubber Company  
200 Innovation Way  
Akron, Ohio 44316-0001

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), to be filed with the Securities and Exchange Commission by The Goodyear Tire & Rubber Company, an Ohio corporation (the "Company"), relating to up to 21,000,000 shares of the Common Stock, without par value, of the Company (the "Common Stock") which may be issued and sold from time to time upon the exercise of stock options or stock appreciation rights, or issued and delivered as restricted stock grants, performance grants or other stock-based grants, to employees and directors of the Company and its subsidiaries from time to time pursuant to and in accordance with the 2022 Performance Plan of The Goodyear Tire & Rubber Company (the "Plan").

As the General Counsel of the Company, I am familiar with the Articles of Incorporation and Code of Regulations of the Company, as each is amended to date, and the proceedings of the Board of Directors of the Company and of the shareholders of the Company relating to the adoption and approval of the Plan and to the issuance of up to 21,000,000 shares of Common Stock pursuant thereto. I have also examined, or caused to be examined, the Plan and such other corporate records, agreements, documents and instruments, and I have made, or caused to be made, such investigations of fact and law, in each case, as in my judgment are necessary or appropriate as a basis for the opinion expressed below.

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

1. The Company has been duly incorporated and is validly existing and in good standing as a corporation under the laws of the State of Ohio.
2. The Plan has been duly adopted by the Board of Directors of the Company and approved by the shareholders of the Company.
3. The 21,000,000 shares of the Common Stock to which the Registration Statement relates are duly authorized and have been reserved for issuance (a) upon the exercise of stock options or stock appreciation rights granted pursuant to the Plan, or (b) as payment of or in connection with other grants made pursuant to the Plan.
4. When issued, and sold or delivered, pursuant to the terms of the Plan, each of the 21,000,000 shares of the Common Stock to which the Registration Statement relates will be legally and validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to its use in connection therewith. This does not constitute a consent under Section 7(a) of the Act.

Very truly yours,

/s/ David E. Phillips

David E. Phillips  
Senior Vice President and General Counsel

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of The Goodyear Tire & Rubber Company of our report dated February 14, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in The Goodyear Tire & Rubber Company's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP  
Cleveland, Ohio  
August 5, 2022



## THE GOODYEAR TIRE &amp; RUBBER COMPANY

POWER OF ATTORNEY

**KNOW ALL MEN BY THESE PRESENTS**, that the undersigned directors of THE GOODYEAR TIRE & RUBBER COMPANY, an Ohio corporation (the “Company”), hereby constitute and appoint Evan M. Scocos, Daniel T. Young and Christina L. Zamarro, and any one or more of them, their true and lawful attorneys-in-fact and agents, to do any and all of the acts, and to execute any and all instruments, which said attorneys and agents or any one of them may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended (the “Securities Act”), and any rules, regulations and requirements of the Securities and Exchange Commission (the “SEC”) in respect thereof, in connection with the registration, under the Securities Act of up to a maximum of 21,000,000 shares of its Common Stock, without par value, which may be offered for sale in connection with the exercise of stock options and stock appreciation rights granted under, or issued pursuant to restricted stock grants, performance grants or other stock-based grants made under, the 2022 PERFORMANCE PLAN of the Company and the resale of such shares by certain persons acquiring such shares; including, without limitation, the power and authority to sign the name of the undersigned directors indicated below, to a Registration Statement on Form S-8 to be filed with the SEC in respect of said shares of Common Stock, including any and all amendments thereto (collectively, the “Registration Statement”) and to any and all instruments filed as a part of or in connection with the Registration Statement; and each of the undersigned hereby ratifies and confirms all that the said attorneys-in-fact and agents, and any one of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have subscribed these presents this 12<sup>th</sup> day of April, 2022.

/s/ James A. Firestone

James A. Firestone, Director

/s/ Laurette T. Koellner

Laurette T. Koellner, Director

/s/ Karla R. Lewis

Karla R. Lewis, Director

/s/ John E. McGlade

John E. McGlade, Director

/s/ Hera Siu

Hera Siu, Director

/s/ Thomas L. Williams

Thomas L. Williams, Director

/s/ Werner Geissler

Werner Geissler, Director

/s/ Richard J. Kramer

Richard J. Kramer, Director

/s/ Prashanth Mahendra-Rajah

Prashanth Mahendra-Rajah, Director

/s/ Roderick A. Palmore

Roderick A. Palmore, Director

/s/ Michael R. Wessel

Michael R. Wessel, Director

## Calculation of Filing Fee Table

Form S-8  
(Form Type)THE GOODYEAR TIRE & RUBBER COMPANY  
(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	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, Without Par Value	Other <sup>(2)</sup>	21,000,000	\$12.04 <sup>(2)</sup>	\$252,840,000 <sup>(2)</sup>	\$92.70 per \$1,000,000	\$23,438.27
<b>Total Offering Amounts</b>					\$252,840,000		\$23,438.27
<b>Total Fee Offsets</b>							\$0.00
<b>Net Fee Due</b>							\$23,438.27

- (1) Amount to be registered consists of 21,000,000 shares of Common Stock, without par value, of The Goodyear Tire & Rubber Company which may be issued or sold pursuant to the 2022 Performance Plan of The Goodyear Tire & Rubber Company. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of shares of Common Stock that may be offered or issued as a result of any adjustment to prevent dilution by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act, solely for purposes of calculating the registration fee. The fee with respect to the shares registered herein is based on the average of the high and low sale prices of a share of Common Stock as reported on the Nasdaq Stock Market on July 29, 2022.