

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

CHEMED CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

31-0791746
(I.R.S. Employer
Identification Number)

255 E. Fifth Street, Suite 2600, Cincinnati, Ohio
(Address of principal executive offices)

45202
(Zip Code)

2018 STOCK INCENTIVE PLAN
(Full title of the plan)

NAOMI C. DALLOB
255 E. Fifth Street, Suite 2600
Cincinnati, Ohio 45202
(Name and address of agent for service)

(513) 762-6900
(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
(Do not check if a
smaller reporting
company) 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 Securities to be registered	Amount to be registered*	Proposed maximum offering price per share**	Proposed maximum aggregate offering price**	Amount of registration fee
Capital Stock (Par value \$1 per share)	1,350,000 shs.	\$ 333.75	\$450,562,500	\$56,095.03

*The number of shares being registered is the number of shares covered by the 2018 Stock Incentive Plan. In addition to such shares, this Registration Statement covers an indeterminate number of shares which, by reason of certain events specified in such Plan, may become subject to issuance thereunder.

**Estimated solely for the purpose of calculating registration fee. This amount is based on a price of \$333.75 per share for 1,350,000 shares based on the average of the high and low price of a share of capital stock reported on the New York Stock Exchange on May 21, 2018.

EXPLANATORY NOTE

This registration statement is being filed to register 1,350,000 shares of capital stock for future issuance pursuant to the 2018 Stock Incentive Plan. The documents constituting the prospectus under Part I of this registration statement for the 2018 Stock Incentive Plan are not set forth herein but will be sent or given to the participants in the 2018 Stock Incentive Plan as specified by Rule 428(b) under the Securities Act of 1933, as amended. That prospectus has been omitted from this registration statement as permitted by Part I of Form S-8.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the Securities and Exchange Commission are incorporated by reference in this Registration Statement.

(1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017;

(2) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") for the periods since December 31, 2017;

(3) The Company's Proxy Statement dated April 10, 2018; and

(4) The "Description of Capital Stock" incorporated by reference in the Company's Registration Statement on Form S-3ASR filed on August 17, 2007, including any amendments or reports filed to update such description.

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

Item 4. Description of Securities

N/A

Item 5. Interest of Named Experts and Counsel

Legal matters in connection with the issuance of the Company's Capital Stock offered hereby have been passed upon by Naomi C. Dallob, 255 East 5th Street, Suite 2600, Cincinnati, Ohio 45202. Ms. Dallob is Vice President, Chief Legal Officer and Secretary, and a stockholder of the Company.

Item 6. Indemnification of Directors and Officers

The Certificate of Incorporation and By-laws of the Company, and separate Indemnity Agreements, provide for the indemnification of each director and officer of the Company in connection with any claim, action, suit or proceeding brought or threatened by reason of his or her position with the Company. In addition, the General Corporation Law of the State of Delaware ("Delaware Law") permits the Company to indemnify its directors, officers and others against judgments, fines, amounts paid in settlement and attorneys' fees resulting from various types of legal actions or proceedings if the actions of the party being indemnified meet the standards of conduct specified in the Delaware Law. The Company also maintains directors and officers liability insurance for the benefit of its directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or controlling persons of the Company pursuant to the provisions referred to above or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed

N/A

Item 8. Exhibits.

Exhibit Number	Number Under Item 601 Regulation S-K	Page Number or Incorporation by Reference File Number and Filing Date
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4.1	(4)	Certificate of Incorporation	Form S-3 Reg. No. 33-44177 11/26/91
4.2	(4)	Amendment to Certificate of Incorporation	Form S-8 Reg. No. 333-109104 09/25/03
4.3	(4)	Amendment to Certificate of Incorporation	Form S-4 Reg. No. 333-115668 05/20/04
4.4	(4)	Amendment to Certificate of Incorporation	Form 8-K 05/16/06
4.5	(4)	2018 Stock Incentive Plan	2018 Proxy Statement 04/10/18
4.6	(4)	Form of Option Grant	Form 10-K 02/26/16
5	(5)	Opinion and Consent of Counsel	E-1
23	(23)	Consent of Independent Accountants	E-2
24	(24)	Powers of Attorney	E-3 through E-11

Item 9. Undertakings.

The undersigned registrant hereby undertakes (1) to file, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to include any additional or changed material information on the plan of distribution; (2) for determining liability under the Securities Act of 1933, it will treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering; and (3) it will file a post-effective amendment to remove from registration any of the securities which remain unsold at the end of the offering.

For purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 ("Act") may be permitted to directors, officers or controlling persons of the Company pursuant to the provisions referred to above or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person against the Company in connection with the securities being registered, the Company 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 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 Cincinnati, State of Ohio, on May 23, 2018.

CHEMED CORPORATION

By: /s/ Michael D. Witzeman

Michael D. Witzeman
Vice President and Controller

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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin J. McNamara</u> Kevin J. McNamara	President and Chief Executive Officer (Principal Executive Officer)	May 23, 2018
<u>/s/ David P. Williams</u> David P. Williams	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 23, 2018
<u>/s/ Michael D. Witzeman</u> Michael D. Witzeman	Vice President and Controller (Principal Accounting Officer)	May 23, 2018

Joel F. Gemunder*	Thomas P. Rice*	DIRECTORS
Patrick P. Grace*	Donald E. Saunders*	
Thomas C. Hutton*	George J. Walsh III*	
Walter L. Krebs*	Frank E. Wood*	
Andrea R. Lindell*		

<u>/s/ Naomi C. Dallob</u> Naomi C. Dallob Vice President, Chief Legal Officer and Secretary	May 23, 2018
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*Naomi C. Dallob signing her name hereto signs this document on behalf of each of the persons indicated above pursuant to powers of attorney duly executed, filed with the Securities and Exchange Commission.

/s/ Naomi C. Dallob

Naomi C. Dallob, Attorney-in-Fact

INDEX TO EXHIBITS

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4.6	(4) Form of Option Grant	Form 10-K 03/28/05	10.51
5	5 Opinion and Consent of Counsel	E-1	
23	23 Consent of Independent Accountants	E-2	
24	24 Powers of Attorney	E-3 through E-11	

OPINION OF NAOMI C. DALLOB, ESQ.

May 23, 2018

Chemed Corporation
255 E. Fifth Street
Suite 2600
Cincinnati, OH 45202

Dear Sir or Madam:

In connection with the Registration Statement on Form S-8 to be filed by Chemed Corporation (the "Corporation") with the Securities and Exchange Commission covering 1,350,000 shares of the Corporation's capital stock, par value \$1 per share (the "Capital Stock"), to be issued pursuant to the Corporation's 2018 Stock Incentive Plan (the "Plan"), you have requested me as Vice President and Secretary to the Corporation to render my opinion with respect to the matters to which reference is made herein.

I have examined and am familiar with the Certificate of Incorporation and By-laws of the Corporation, the minutes of the meetings of its directors and stockholders, the Plan and the stock incentives to be granted pursuant thereto.

Based upon the foregoing, I am of the opinion that the shares of Capital Stock issued pursuant to the stock incentives granted pursuant to and in accordance with the terms of the Plan will, when issued in accordance with the terms of said stock incentives, be validly issued and outstanding, fully paid and non-assessable shares of Capital Stock of the Corporation.

I hereby consent to the filing of this opinion as an exhibit to said Registration Statement.

Sincerely,

/s/ Naomi C. Dallob

Naomi C. Dallob

Vice President, Chief Legal Officer and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Chemed Coporation of our report dated February 26, 2018 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the 2017 Annual Report to Stockholders, which is incorporated by reference in Chemed Corporation's Annual Report on Form 10-K for the year ended December 31, 2017. We also consent to the incorporation by reference of our report dated February 26, 2018 relating to the financial statement schedule, which appears in such Annual Report on Form-10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Cincinnati, OH
May 23, 2018

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Michael D. Witzeman and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2018 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17th day of April, 2018.

/s/ Joel F. Gemunder

Joel F. Gemunder

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Michael D. Witzeman and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2018 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20th day of April, 2018.

/s/ Patrick P. Grace

Patrick P. Grace

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Michael D. Witzeman and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2018 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20th day of April, 2018.

/s/ Thomas C. Hutton

Thomas C. Hutton

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th day of April, 2018.

/s/ Walter L. Krebs

Walter L. Krebs

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Michael D. Witzeman and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2018 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 16th day of April, 2018.

/s/ Andrea R. Lindell

Andrea R. Lindell

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th day of April, 2018.

/s/ Thomas P. Rice

Thomas P. Rice

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th day of April, 2018.

/s/ Donald E. Saunders

Donald E. Saunders

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17th day of April, 2018.

/s/ George J. Walsh III

George J. Walsh III

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th day of April, 2018.

/s/ Frank E. Wood

Frank E. Wood