

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Federated Hermes, Inc.**

(Exact name of registrant as specified in its charter)

<b>Pennsylvania</b>	<b>25-1111467</b>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No)
<b>1001 Liberty Avenue</b>	<b>15222-3779</b>
<b>Pittsburgh, Pennsylvania</b>	(Zip Code)
(Address of Principal Executive Offices)	

**FEDERATED HERMES, INC. STOCK INCENTIVE PLAN**  
(Full title of the plan)

**GEORGE F. MAGERA**  
**Assistant Secretary and General Counsel**  
**1001 Liberty Avenue**  
**Pittsburgh, Pennsylvania 15222-3779**  
(Name and address of agent for service)

**(412) 288-1900**  
(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	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price	Amount of registration fee
Class B Common Stock, no par value per share	5,500,000	\$38.96	\$214,280,000	\$19,863.76

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers such additional and indeterminate number of shares of the Registrant's Class B common stock as may become issuable upon any future stock splits, stock dividends or similar transaction with respect to the shares being registered hereunder.
- (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$38.96 per share represents the average of the high and low prices of the Registrant's Class B common stock as reported by the New York Stock Exchange on January 7, 2022.

## EXPLANATORY NOTE

Federated Hermes, Inc, (the Registrant) was formerly known as Federated Investors, Inc. Effective January 31, 2020, Federated Investors, Inc.'s name was changed to Federated Hermes, Inc.

The Registrant previously filed a Registration Statement on Form S-8 (File No. 333-62471) registering 9,267,000 shares of the Registrant's Class B common stock, no par value per share (the Class B Common Stock) under the Federated Investors, Inc. Stock Incentive Plan (the Plan) on August 28, 1998 (the Original Registration Statement), a Post-Effective Amendment No. 1 to the Original Registration Statement to reflect the three-for-two split of the Registrant's Class B Common Stock, effected on July 17, 2000, which increased the total number of shares of Class B Common Stock registered pursuant to the Original Registration to 13,900,500 on May 17, 2001 a Registration Statement on Form S-8 (File No. 333-136081) to register an additional 3,300,000 shares of Class B Common Stock on July 27, 2006, a Registration Statement on Form S-8 (File No. 333-173859) to register an additional 3,500,000 shares of Class B Common Stock on May 2, 2011 and a Registration Statement on Form S-8 (File No. 333-224540) to register an additional 3,500,000 shares of Class B Common Stock on April 30, 2018. The Registrant hereby incorporates by reference the contents of such previously filed Registration Statements on Form S-8 to the extent not otherwise amended or superseded by the contents of this Registration Statement.

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 is being filed to register an additional 5,500,000 shares of the Registrant's Class B common stock under the Plan.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Registrant with the Securities and Exchange Commission (the Commission) are hereby incorporated by reference in this Registration Statement:

- (a) the Registrant's Annual Report on [Form 10-K for the fiscal year ended December 31, 2020](#) (including portions of the Registrant's [Information Statement for its 2021](#) annual meeting of stockholders filed with the Commission on March 18, 2021 to the extent specifically incorporated by reference in such Form 10-K);
- (b) the Registrant's Quarterly Report on Form 10-Q for the quarterly periods ended [March 31, 2021](#), [June 30, 2021](#) and [September 30, 2021](#); the Registrant's Current Reports on Form 8-K filed with the Commission on [July 30, 2021](#), [August 18, 2021](#), [August 31, 2021](#), [December 15, 2021](#) and [January 7, 2022](#); and
- (c) the description of Federated Hermes, Inc. Securities incorporated by reference to [Exhibit 4.08](#) to the Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all the securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents with the Commission.

## Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement and incorporated by reference herein.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">4.1</a>	Restated Articles of Incorporation of the Federated Hermes, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K dated February 3, 2020 (File No. 001-14818))
<a href="#">4.2</a>	Restated By-Laws of Federated Hermes, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K dated February 3, 2020 (File No. 001-14818))
<a href="#">4.3</a>	Form of Federated Investors, Inc. Class B Common Stock certificate (incorporated by reference to Exhibit 4.02 to the Registrant's Registration Statement on Form S-4 (File No. 333-48361) filed on April 24, 1998)
<a href="#">4.4</a>	Form of Federated Hermes, Inc. Class B Common Stock certificate, as amended January 31, 2020 (incorporated by reference to Exhibit 4.07 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (File No. 001-14818))
<a href="#">5.1*</a>	Opinion of George F. Magera, Assistant Secretary and General Counsel of the Registrant
<a href="#">10.1</a>	Federated Investors, Inc. Stock Incentive Plan, amended as of April 28, 2011 (incorporated by reference to Exhibit 10.1 to the Registrant's March 31, 2011 Quarterly Report on Form 10-Q (File No. 001-14818))
<a href="#">10.2</a>	Federated Investors, Inc. Stock Incentive Plan, amended as of April 26, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's March 31, 2018 Quarterly Report on Form 10-Q (File No. 001-14818))
<a href="#">10.3</a>	Federated Hermes, Inc. Stock Incentive Plan, amended as of January 31, 2020 (incorporated by reference to Exhibit 10.129 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (File No. 001-14818))
<a href="#">10.4</a>	Federated Hermes, Inc. Stock Incentive Plan, amended as of January 7, 2022 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated January 7, 2022 (File No. 001-14818))
<a href="#">23.1*</a>	Consent of Ernst & Young LLP
<a href="#">23.2</a>	Consent of George F. Magera, Assistant Secretary and General Counsel of the Registrant (included in Exhibit 5.1)
<a href="#">24.1</a>	Power of Attorney (see signature page)

\* Filed herewith

## 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 Pittsburgh, Commonwealth of Pennsylvania, on this 10th day of January 2022.

### FEDERATED HERMES, INC.

By: /s/ Thomas R. Donahue

Thomas R. Donahue

Chief Financial Officer

### POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints Thomas R. Donahue his or her true and lawful attorney-in-fact and agent, 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 this registration statement on Form S-8 filed pursuant to the Securities Act of 1933, as amended (the Securities Act), and any and all amendments to this registration statement (including post-effective amendments) under the Securities Act, and otherwise, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such registration statement or registration statements shall comply with the Securities Act and the applicable rules and regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or resubstitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ J. Christopher Donahue</u> J. Christopher Donahue	President, Chief Executive Officer, Chairman and Director (Principal Executive Officer)	<u>January 10, 2022</u>
<u>/s/ Thomas R. Donahue</u> Thomas R. Donahue	Chief Financial Officer and Director (Principal Financial Officer)	<u>January 10, 2022</u>
<u>/s/ Richard A. Novak</u> Richard A. Novak	Principal Accounting Officer	<u>January 10, 2022</u>
<u>/s/ Joseph C. Bartolacci</u> Joseph C. Bartolacci	Director	<u>January 10, 2022</u>
<u>/s/ Michael J. Farrell</u> Michael J. Farrell	Director	<u>January 10, 2022</u>
<u>/s/ John B. Fisher</u> John B. Fisher	Director	<u>January 10, 2022</u>
<u>/s/ Marie Milie Jones</u> Marie Milie Jones	Director	<u>January 10, 2022</u>