

As filed with the Securities and Exchange Commission on May 9, 2023

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

FORM S-8

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

DELUXE CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of incorporation)

41-0216800
(I.R.S. Employer Identification No.)

**801 Marquette Avenue South
Minneapolis, Minnesota 55402**
(Address of principal executive offices,
including zip code)

DELUXE CORPORATION 2022 STOCK INCENTIVE PLAN
(Full title of the plan)

Jeffrey L. Cotter
SVP, Chief Administrative Officer and General Counsel
Deluxe Corporation
801 Marquette Avenue South
Minneapolis, Minnesota 55402
(651) 483-7111
(Name, address and 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

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.

EXPLANATORY NOTE

Deluxe Corporation (the “Company”) is hereby registering 950,000 additional shares of its common stock, par value \$1.00 per share (the “Common Stock”), for issuance under the Deluxe Corporation 2022 Stock Incentive Plan (as amended, the “Plan”). The registration statement on [Form S-8 \(Registration No. 333-264956\)](#), the “Prior Plan Registration Statement”, as filed with the Securities and Exchange Commission on May 13, 2022, relating to the same class of securities and the same benefit plan is currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of the Prior Plan Registration Statement, to the extent they relate to the Plan and the shares of Common Stock issuable thereunder, are incorporated herein by reference.

Item 8. Exhibits.

- [4.1](#) [Amended and Restated Articles of Incorporation \(incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2010\).](#)
- [4.2](#) [Bylaws, as amended on August 21, 2019 \(incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 27, 2019\).](#)
- [4.3](#) [Description of Deluxe Corporation Common Stock Registered Under Section 12 of the Exchange Act of 1934 \(incorporated by reference to Exhibit 4.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2019\).](#)
- [5.1*](#) [Opinion of Jeffrey L. Cotter.](#)
- [10.1](#) [Amendment No. 1 to the Deluxe Corporation 2022 Stock Incentive Plan \(incorporated by reference to Annex B to the Company's Proxy Statement for its 2023 Annual Meeting of Shareholders filed on March 13, 2023\).](#)
- [23.1*](#) [Consent of Jeffrey L. Cotter \(included in Exhibit 5.1\).](#)
- [23.2*](#) [Consent of PricewaterhouseCoopers LLP.](#)
- [24.1*](#) [Power of Attorney.](#)
- [107*](#) [Filing Fee Table.](#)

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Minneapolis, State of Minnesota, on May 9, 2023.

DELUXE CORPORATION

By: /s/ Jeffrey L. Cotter
Jeffrey L. Cotter
Senior Vice President,
Chief Administrative Officer and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on May 9, 2023.

Signature	Title
<u>/s/ *</u> Barry C. McCarthy	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ *</u> William C. Zint	Senior Vice President, Chief Financial Officer (Principal Financial Officer)
<u>/s/ *</u> Chad P. Kurth	Vice President, Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ *</u> William C. Cobb	Director
<u>/s/ *</u> Paul R. Garcia	Director
<u>/s/ *</u> Cheryl E. Mayberry McKissack	Director
<u>/s/ *</u> Don J. McGrath	Director
<u>/s/ *</u> Thomas J. Reddin	Director
<u>/s/ *</u> Martyn R. Redgrave	Director
<u>/s/ *</u> John L. Stauch	Director
<u>/s/ *</u> Telisa L. Yancy	Director
<u>*By: /s/ Jeffrey L. Cotter</u> Jeffrey L. Cotter, attorney-in-fact	

May 9, 2023

Deluxe Corporation
801 Marquette Avenue South
Minneapolis, MN 55402
Ladies and Gentlemen:

I, as General Counsel, am acting as counsel for Deluxe Corporation, a Minnesota corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-8 (the "Registration Statement") to be filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of 950,000 shares of the Company's common stock, par value \$1.00 per share (the "Shares"), that may be issued pursuant to the Deluxe Corporation 2022 Stock Incentive Plan, as amended (the "Plan").

I have examined originals or copies, certified or otherwise identified to my satisfaction, of such corporate records, agreements, and other instruments, certificates, orders, opinions, correspondence with public officials, certificates provided by the Company's officers and representatives, and other documents as I have deemed necessary or advisable for the purposes of rendering the opinions set forth herein. In rendering my opinions set forth below, I have assumed the authenticity of all documents submitted to me as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to me as copies. I have also assumed the legal capacity for all purposes relevant hereto of all natural persons. As to questions of fact material to my opinions, I have relied upon certificates or comparable documents of officers and other representatives of the Company and of public officials.

Based on the foregoing and in reliance thereon, and subject to the limitations, qualifications, assumptions, exceptions and other matters set forth herein, I am of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

My opinions expressed above are limited to the laws of the State of Minnesota.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

By: /s/ Jeffrey L. Cotter
Jeffrey L. Cotter, Esq.
Senior Vice President, Chief Administrative Officer and General Counsel
Deluxe Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Deluxe Corporation of our report dated February 24, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Deluxe Corporation's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP

Minneapolis, Minnesota

May 9, 2023

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Barry C. McCarthy, William C. Zint and Jeffrey L. Cotter, and each of them, the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8, and any and all amendments (including post-effective amendments) thereto, relating to the registration of 950,000 shares of the common stock, par value \$1.00 per share, of Deluxe Corporation (the "Shares"), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and with such state commissions and other agencies as necessary, 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 or about the premises, as fully to all intents and purposes as the undersigned 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.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of May 9, 2023, by the following persons:

Signature	Title
<u>/s/ Barry C. McCarthy</u> Barry C. McCarthy	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ William C. Zint</u> William C. Zint	Senior Vice President, Chief Financial Officer (Principal Financial Officer)
<u>/s/ Chad P. Kurth</u> Chad P. Kurth	Vice President, Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ William C. Cobb</u> William C. Cobb	Director
<u>/s/ Paul R. Garcia</u> Paul R. Garcia	Director
<u>/s/ Cheryl E. Mayberry McKissack</u> Cheryl E. Mayberry McKissack	Director
<u>/s/ Don J. McGrath</u> Don J. McGrath	Director
<u>/s/ Thomas J. Reddin</u> Thomas J. Reddin	Director
<u>/s/ Martyn R. Redgrave</u> Martyn R. Redgrave	Director
<u>/s/ John L. Stauch</u> John L. Stauch	Director
<u>/s/ Telisa L. Yancy</u> Telisa L. Yancy	Director

Calculation of Filing Fee Table
Form S-8
(Form Type)
Deluxe Corporation
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$1.00 per share	Rules 457(c) and 457(h)	950,000 Shares ⁽¹⁾	\$ 14.39 ⁽²⁾	\$ 13,670,500	\$ 0.00011020	\$ 1,506.49
Total Offering Amounts					\$ 13,670,500		\$ 1,506.49
Total Fee Offsets					-		-
Net Fee Due							\$ 1,506.49

(1) Represents shares of Deluxe Corporation's (the "Registrant's") common stock issuable under the Deluxe Corporation 2022 Stock Incentive Plan, as amended (the "Plan"). 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 securities as may become issuable pursuant to the provisions of the inducement award agreement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of common stock.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act. The amount of the registration fee is based on a price of \$14.39 per share, which is the average of the high and low prices of the registrant's Common Stock as reported by the New York Stock Exchange on May 3, 2023.

(3) Pursuant to General Instruction E to Form S-8, a registration fee is only being paid with respect to the registration of an additional 950,000 shares of Common Stock under the Plan.