

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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

Wisconsin
(State or other jurisdiction of
incorporation or organization)

36-0168610
(I.R.S. Employer
Identification Number)

**N86 W12500 Westbrook Crossing
Menomonee Falls, Wisconsin 53051**
(Address and Zip Code of Principal Executive Offices)

ACTUANT CORPORATION 2017 OMNIBUS INCENTIVE PLAN
(Full title of the plan)

Rick T. Dillon
Executive Vice President and Chief Financial Officer
Actuant Corporation
N86 W12500 Westbrook Crossing
Menomonee Falls, Wisconsin 53051

Copy to:
John Tamisiea
Eric Orsic
McDermott Will & Emery LLP
227 West Monroe Street
Chicago, Illinois 60606

(Name and address of agent for service)

(262) 293-1500
(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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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

ACTUANT CORPORATION
POST-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENT ON FORM S-8

This Post-Effective Amendment No. 1 (the "Amendment") to that certain Registration Statement on Form S-8 filed with the Securities and Exchange Commission on January 18, 2017 (the "Original Filing") is being filed by Actuant Corporation (the "Company") in accordance with Rule 462(d) under the Securities Act of 1933, as amended, to add Exhibit 5.1, the opinion of counsel to the Company, which was inadvertently omitted from the Original Filing. Except as described herein, this Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original Filing.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

See "Index to Exhibits" following the signature page, which is incorporated herein by reference.

**EXHIBIT INDEX
TO
FORM S-8 REGISTRATION STATEMENT**

<u>Exhibit Number</u>	<u>Description</u>
4.1(a)	Amended and Restated Articles of Incorporation of Actuant Corporation (filed as Exhibit 4.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2001 and incorporated herein by reference).
4.1(b)	Amendment to Amended and Restated Articles of Incorporation (filed as Exhibit 3.1(b) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2003 and incorporated herein by reference).
4.1(c)	Amendment to Amended and Restated Articles of Incorporation (filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2004 and incorporated herein by reference).
4.1(d)	Amendment to Amended and Restated Articles of Incorporation (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed July 18, 2006 and incorporated herein by reference).
4.1(e)	Amendment to Amended and Restated Articles of Incorporation (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 14, 2010 and incorporated herein by reference).
4.2	Amended and Restated Bylaws, as last amended effective July 22, 2015 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 23, 2015 and incorporated herein by reference).
5.1	Opinion (including consent) of McDermott Will & Emery LLP as to the legality of the securities to be issued.
23.1†	Consent of PricewaterhouseCoopers LLP.
24.1†	Powers of Attorney (set forth on signature page to Form S-8 filed January 18, 2017).
99.1	Actuant Corporation 2017 Omnibus Incentive Plan (filed as Exhibit A to the definitive proxy statement dated December 5, 2016 relating to the Company's annual meeting of shareholders held on January 17, 2017 and incorporated herein by reference).

†Previously filed.

[Letterhead of McDermott Will & Emery LLP]

January 17, 2017

Actuant Corporation
N86 W12500 Westbrook Crossing
Menomonee Falls, Wisconsin 53051

Re: Actuant Corporation 2017 Omnibus Incentive Plan

Ladies and Gentlemen:

We are providing this opinion in connection with the Registration Statement of Actuant Corporation (the "Company") on Form S-8 (the "Registration Statement") to be filed under the Securities Act of 1933, as amended (the "Act"), with respect to the proposed sale of up to 6,125,000 shares of Class A Common Stock, par value \$0.20 per share, of the Company (the "Shares") pursuant to the Company's 2017 Omnibus Incentive Plan (the "Plan").

We have examined: (i) the Registration Statement; (ii) the Company's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, each as amended to date; (iii) the Plan and (iv) the corporate proceedings relating to the authorization for the issuance of the Shares pursuant to the Plan.

In addition to the examination outlined above, we have conferred with various officers of the Company and have ascertained or verified, to our satisfaction, such additional facts as we deemed necessary or appropriate for the purposes of this opinion. In our examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, the genuineness of all signatures on documents reviewed by us and the legal capacity of natural persons.

Based on the foregoing, we are of the opinion that all corporate proceedings necessary for the authorization, issuance and delivery of the Shares under the Plan have been duly taken and, upon issuance pursuant to the terms of the Plan, will be validly issued, fully paid and nonassessable by the Company, subject to the personal liability which may be imposed on shareholders by former Section 180.0622(2)(b) of the Wisconsin Business Corporation Law, as judicially interpreted, for debts incurred prior to June 14, 2006 (for debts incurred on or after such date, Section 180.0622(2)(b) has been repealed) owing to employees for services performed, but not exceeding six months service in any one case.

The Company's Secretary, John Tamisiea, is a partner of McDermott Will & Emery LLP, which serves as counsel to the Company.

This opinion is furnished to you solely for your benefit in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise referred to for any other purpose without our prior written consent. Notwithstanding the foregoing, we hereby consent to the references to our firm in the Registration Statement and to the filing of this opinion by the Company as an Exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ McDermott Will & Emery