

As filed with the Securities and Exchange Commission on March 30, 2021

Registration No. 333-171813

**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**

HARLEY-DAVIDSON, INC.
(Exact Name of Registrant as Specified in Its Charter)

Wisconsin

(State or Other Jurisdiction of Incorporation or Organization)

**3700 West Juneau Avenue
Milwaukee, Wisconsin**

(Address of Principal Executive Offices)

39-1382325

(I.R.S. Employer Identification No.)

53208

(Zip Code)

Harley-Davidson, Inc. Employee Stock Purchase Plan
(Full Title of the Plan)

Paul J. Krause

**Vice President, Chief Legal Officer and
Chief Compliance Officer**

Harley-Davidson, Inc.

3700 West Juneau Avenue

Milwaukee, Wisconsin 53208

(414) 343-4656

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

with a copy to:

Patrick G. Quick, Esq.

Foley & Lardner LLP

777 East Wisconsin Avenue

Milwaukee, Wisconsin 53202

(414) 271-2400

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 whether 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.

DEREGISTRATION OF SECURITIES

Registration Statement No. 333-171813 on Form S-8 (the "Registration Statement") covered shares of common stock, par value \$0.01 per share (the "Common Stock"), of Harley-Davidson, Inc., a Wisconsin corporation (the "Company"), to be offered and sold to participants in the Harley-Davidson, Inc. Employee Stock Purchase Plan (the "Plan"), as well as interests in the Plan to be offered or sold pursuant to the Plan.

On December 1, 2020, the Company terminated the Plan. Following the termination of the Plan, no further offers or sales of common stock or Plan interests will be made under Plan. Accordingly, the Company is hereby, by means of this post-effective amendment to the Registration Statement, terminating the effectiveness of, and the offering under, the Registration Statement and, pursuant to the undertakings contained in Part II of the Registration Statement, removing any securities registered under the Registration Statement that remained unsold at the termination of the offering.

