

**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)

**39-1382325**

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

**3700 West Juneau Avenue  
Milwaukee, Wisconsin**

(Address of Principal Executive Offices)

**53208**

(Zip Code)

**Harley-Davidson, Inc. 1998 Non-Exempt Employee Stock Option Plan**

(Full title of the plan)

**Paul J. Jones**

**Vice President and Chief Legal Officer**

**3700 West Juneau Avenue**

**Milwaukee, Wisconsin 53208**

**(414) 342-4680**

(Name, address and telephone number of agent for service)

*with a copy to:*

**Patrick G. Quick**

**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 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.

## EXPLANTORY NOTE

On March 31, 1999, Harley-Davidson, Inc. (the "Registrant") filed with the Securities and Exchange Commission a registration statement on Form S-8, Registration No. 333-75347 (the "Registration Statement"), to register the following securities under the Harley-Davidson, Inc. 1998 Non-Exempt Employee Stock Option Plan: (1) 30,000 shares of the Registrant's common stock, par value \$0.01 per share, and (2) 3,750 preferred stock purchase rights. This Post-Effective Amendment No. 1 ("Amendment") is being filed to deregister all shares of common stock and preferred stock purchase rights registered on the Registration Statement that have not been sold as of the date this Amendment is filed.

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on this 18th day of December, 2018.

HARLEY-DAVIDSON, INC.

By: /s/ Paul J. Krause  
Paul J. Krause  
Assistant Secretary

Note: In reliance upon Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment No. 1.