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

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**FORM S-8**  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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**TREDEGAR CORPORATION**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction of incorporation or organization)

54-1497771  
(I.R.S. Employer Identification No.)

1100 Boulders Parkway  
Richmond, Virginia  
(Address of Principal Executive Offices)

23225  
(Zip Code)

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**Tredegear Corporation 2018 Equity Incentive Plan**  
(Full title of the plan)

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Kevin C. Donnelly, Esq.  
Vice President, General Counsel  
and Corporate Secretary  
Tredegear Corporation  
1100 Boulders Parkway  
Richmond, Virginia 23225  
(Name and address of agent for service)

(804) 330-1000  
(Telephone number, including area code, of agent for service)

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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   
Non-accelerated filer

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 Securities Act.

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## CALCULATION OF REGISTRATION FEE

| <b>Title of securities to be registered</b> | <b>Amount to be registered<sup>(1)</sup></b> | <b>Proposed maximum offering price per share<sup>(2)</sup></b> | <b>Proposed maximum aggregate offering price<sup>(2)</sup></b> | <b>Amount of registration fee</b> |
|---|--|--|--|-----------------------------------|
| Common Stock, no par value                  | 1,000,000 shares                             | \$ 15.21   | \$ 15,210,000.00   | \$ 1,659.41                       |

(1) The 1,000,000 shares of common stock, no par value per share (“Common Stock”), of Tredegar Corporation (the “Company” or the “registrant”) being registered hereunder are reserved for issuance under the Tredegar Corporation 2018 Equity Incentive Plan, as amended and restated (the “Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) also covers an indeterminate number of additional shares of Common Stock that may be offered or issued under the Plan to prevent dilution as a result of a stock split, stock dividend, recapitalization or other similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act, based upon the average of the high and low prices for the Common Stock, as reported on the New York Stock Exchange on June 10, 2021.

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## EXPLANATORY NOTE

On March 19, 2019, the Company filed a Registration Statement on Form S-8 (Registration No. 333-230386) (the “Prior Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 2,000,000 shares of Common Stock for issuance under the Company’s 2018 Equity Incentive Plan. This Registration Statement registers an additional 1,000,000 shares of Common Stock for issuance under the 2018 Equity Incentive Plan in connection with the amendment and restatement of the 2018 Equity Incentive Plan, which was approved by the Company’s shareholders on May 6, 2021. Accordingly, and pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference herein, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth in this Registration Statement.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Company with the Commission (File No. 001-10258) are incorporated by reference in, and made a part of, this Registration Statement (other than documents or information included in such documents deemed to have been furnished and not filed in accordance with Commission rules):

- (a) the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2020 (including portions of the Company’s [Definitive Proxy Statement on Schedule 14A](#), filed with the Commission on March 25, 2021, incorporated by reference in such Annual Report on Form 10-K);
- (b) the Company’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2021;
- (c) the Company’s Current Report on [Form 8-K](#), filed with the Commission on May 13, 2021; and
- (d) the description of the Common Stock contained in [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2019, including any subsequent amendment or any report subsequently filed for the purpose of updating such description.

All documents filed by the Company under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and before the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in, and to be a part of, this Registration Statement from the date of filing of such documents (other than documents or information included in such documents deemed to have been furnished and not filed in accordance with Commission rules). Any statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that is incorporated by reference in this Registration Statement modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits.**

The following are filed as exhibits to this Registration Statement:

| <b>Exhibit No.</b>    | <b>Description</b>   |
|-----------------------|--|
| <a href="#">5*</a>    | Opinion of Hunton Andrews Kurth LLP as to the legality of the securities being registered.   |
| <a href="#">10.1</a>  | Tredegar Corporation 2018 Equity Incentive Plan, as amended and restated (incorporated herein by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed with the Commission on March 25, 2021 (File No. 1-10258)). |
| <a href="#">23.1*</a> | Consent of KPMG LLP, Independent Registered Public Accounting Firm.  |
| <a href="#">23.2*</a> | Consent of Hunton Andrews Kurth LLP (included in Exhibit 5).   |
| <a href="#">24*</a>   | Powers of Attorney (included on signature page).   |

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\* Filed herewith

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## 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 County of Chesterfield, Commonwealth of Virginia, on June 16, 2021.

### TREDEGAR CORPORATION

By: /s/ John M. Steitz  
Name: John M. Steitz  
Title: President and Chief Executive Officer

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 June 16, 2021. Each person whose signature appears below hereby authorizes Kevin C. Donnelly to execute in the name of each such person, and to file, any amendment, including any post-effective amendment, to this Registration Statement making such changes in this Registration Statement as the registrant deems appropriate, and appoints such individual as attorney-in-fact to sign on his or her behalf and in each capacity stated below and file all amendments and post-effective amendments to this Registration Statement.

| <u>Signature</u>  | <u>Title</u>  |
|---|---|
| <u>/s/ John M. Steitz</u><br>(John M. Steitz)                       | President, Chief Executive Officer and Director<br>(Principal Executive Officer)      |
| <u>/s/ D. Andrew Edwards</u><br>(D. Andrew Edwards)                 | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer) |
| <u>/s/ Frasier W. Brickhouse, II</u><br>(Frasier W. Brickhouse, II) | Corporate Treasurer and Controller<br>(Principal Accounting Officer)                  |
| <u>/s/ John D. Gottwald</u><br>(John D. Gottwald)                   | Chairman of the Board of Directors  |
| <u>/s/ George C. Freeman, III</u><br>(George C. Freeman, III)       | Director  |
| <u>/s/ William M. Gottwald</u><br>(William M. Gottwald)             | Director  |
| <u>/s/ Kenneth R. Newsome</u><br>(Kenneth R. Newsome)               | Director  |
| <u>/s/ Gregory A. Pratt</u><br>(Gregory A. Pratt)                   | Director  |
| <u>/s/ Thomas G. Snead, Jr.</u><br>(Thomas G. Snead, Jr.)           | Director  |
| <u>/s/ Carl E. Tack, III</u><br>(Carl E. Tack, III)                 | Director  |
| <u>/s/ Anne G. Waleski</u><br>(Anne G. Waleski)                     | Director  |

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June 16, 2021

Tredegar Corporation  
1100 Boulders Parkway  
Richmond, Virginia

**Registration Statement on Form S-8**  
**Tredegar Corporation 2018 Equity Incentive Plan, as Amended and Restated**

Ladies and Gentlemen:

We have acted as counsel to Tredegar Corporation, a Virginia corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), as filed by the Company with the Securities and Exchange Commission (the "Commission") on the date hereof pursuant to the Securities Act of 1933, as amended (the "Securities Act"), to register 1,000,000 shares of the Company's common stock (the "Shares"), no par value per share, issuable under the Company's 2018 Equity Incentive Plan, as amended and restated (the "Plan"), as referenced in the Registration Statement.

This opinion letter is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with the foregoing, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such records, certificates of officers of the Company and public officials and such other documents as we have deemed necessary for the purposes of rendering the opinions herein, including (i) the Company's Amended and Restated Articles of Incorporation, as amended through the date hereof, (ii) the Company's Amended and Restated Bylaws, as amended through the date hereof, (iii) the Registration Statement, (iv) resolutions of the Company's Board of Directors approving the Plan and authorizing the registration and the issuance of the Shares, (v) the Plan and (vi) a certificate issued by the Clerk of the State Corporation Commission of the Commonwealth of Virginia on the date hereof to the effect that the Company is existing under the laws of the Commonwealth of Virginia and in good standing (the "Good Standing Certificate").

For purposes of the opinions expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted as certified, photostatic or electronic copies and the authenticity of the originals thereof, (iii) the legal capacity of natural persons, (iv) the genuineness of signatures not witnessed by us and (v) the due authorization, execution and delivery of all documents by all parties and the validity, binding effect and enforceability thereof on such parties (other than the authorization, execution and delivery of certain documents by the Company).

As to factual matters, we have relied upon the documents furnished to us by the Company, the certificates and other comparable documents of officers and representatives of the Company, statements made to us in discussions with the Company's management and certificates of public officials, without independent verification of their accuracy.

We do not purport to express an opinion on any laws other than the laws of the Commonwealth of Virginia.

Based upon the foregoing and the further qualifications stated below, we are of the opinion that:

1. The Company is a corporation validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

The opinion set forth in paragraph 1 above as to the valid existence and good standing of the Company is based solely upon our review of the Good Standing Certificate.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5 to the Registration Statement. In giving this consent, we do not thereby admit that we are 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.

This opinion letter is rendered as of the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinions expressed herein. This opinion letter is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any matters beyond the matters expressly set forth herein.

Very truly yours,

/s/ Hunton Andrews Kurth LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated March 16, 2021, with respect to the consolidated financial statements of Tredegar Corporation, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

Our report dated March 16, 2021 on the consolidated financial statements refers to a change in the method of accounting for leases.

Our report dated March 16, 2021, on the effectiveness of internal control over financial reporting as of December 31, 2020, expresses our opinion that Tredegar Corporation did not maintain effective internal control over financial reporting as of December 31, 2020 because of the effect of material weaknesses on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states Tredegar Corporation had an ineffective control environment resulting from an insufficient number of trained resources, ineffective risk assessment, ineffective information and communication, and ineffective monitoring activities resulting in ineffective control activities related to the design and operation of process-level controls and general information technology controls across all financial reporting processes.

/s/ KPMG LLP  
Richmond, Virginia  
June 16, 2021

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