

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

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

COMMERCIAL VEHICLE GROUP, INC.

(Exact name of registrant as specified in its charter)

<p style="text-align: center;">Delaware (State or other jurisdiction of incorporation or organization)</p> <p style="text-align: center;">7800 Walton Parkway New Albany, Ohio (Address of Principal Executive Offices)</p>	<p style="text-align: center;">41-1990662 (I.R.S. Employer Identification No.)</p> <p style="text-align: center;">43054 (Zip Code)</p>
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Commercial Vehicle Group, Inc. 2014 Equity Incentive Plan
(Full title of the plan)

Aneezal H. Mohamed, Esq.
General Counsel, Compliance Officer and Secretary
Commercial Vehicle Group, Inc.
7800 Walton Parkway
New Albany, Ohio 43054
Telephone: (614) 289-0326
Telecopy: (614) 289-0189
(Name, address, including zip code, 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, 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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee(3)
Common Stock, par value \$0.01 per share	2,000,000 shares(2)	\$10.42	\$20,840,000	\$2,594.58

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Consists of 2,000,000 additional shares issuable under the registrant's Amended and Restated 2014 Equity Incentive Plan, which additional shares were approved by the registrant's stockholders at the registrant's annual meeting of stockholders held on May 16, 2017.
- (3) Estimated pursuant to Rules 457(c) and 457(h) solely for purposes of calculating the amount of the registration fee upon the average of the high and low prices of the registrant's common stock on December 11, 2016 as reported on the NASDAQ Global Select Market.

EXPLANATORY NOTE

This Registration Statement is filed to register the offer and sale of an additional 2,000,000 shares (the "Additional Shares") of our common stock, par value \$0.01 per share (the "Common Stock") to be issued under the Commercial Vehicle Group, Inc. Amended and Restated 2014 Equity Incentive Plan (the "Plan"). The Additional Shares authorized for issuance under the Plan was approved by the stockholders of Commercial Vehicle Group, Inc. (the "Company") at the Company's 2017 annual meeting held on May 16, 2017. Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 hereby incorporates by reference the contents of the Company's Registration Statement on Form S-8 filed with the Commission on August 22, 2014 (Registration No. 333-198312), relating to 2,277,149 shares of Common Stock to be offered and sold under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which have been filed by the Company with the Commission, are incorporated in this Registration Statement by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on March 9, 2017, as subsequently amended on March 13, 2017;
- (b) The Company's Quarterly Reports on Form 10-Q for the quarterly period ended March 31, 2017, filed on May 5, 2017, for the quarterly period ended June 30, 2017, filed on August 7, 2017, and for the quarterly period ended September 30, 2017, filed on November 7, 2017;
- (c) The Company's Current Reports on Form 8-K, filed on March 14, April 13, May 5 (excluding Item 2.02 and Item 9.01 thereof), May 17, May 24, July 28, and November 2 of 2017;
- (d) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant's Annual Report referred to in (a) above; and
- (e) The description of the Company's common stock, par value \$0.01 per share, included under the caption "Description of Capital Stock" in the Prospectus forming a part of the Company's Registration Statement on Form S-1, initially filed with the Commission on May 21, 2004 (Registration No. 333-115708), including exhibits, and as may be subsequently amended from time to time, which description has been incorporated by reference in Item 1 of the Company's Registration Statement on Form 8-A, filed pursuant to Section 12 of the Exchange Act, on August 5, 2004 (Registration No. 000-50890); and the Company's registration statement on Form 8-A, filed pursuant to Section 12 of the Exchange Act on May 22, 2009, as amended by Amendment No. 1 to registration statement on Form 8-A/A, filed pursuant to Section 12 of the Exchange Act on March 9, 2011 (Registration No. 001-34365).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K shall not be incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Reference is made to the attached Exhibit Index, which is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 New Albany, State of Ohio, on December 13, 2017.

**COMMERCIAL VEHICLE
GROUP, INC.**

By: /s/ Patrick E. Miller
Name: Patrick E. Miller
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Aneezal Mohamed as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (including his or her capacity as a director and/or officer) to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on December 13, 2017.

Signature	Title
<u>/s/ Richard A. Snell</u> Richard A. Snell	Chairman and Director
<u>/s/ Patrick E. Miller</u> Patrick E. Miller	President, Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ C. Timothy Trenary</u> C. Timothy Trenary	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Stacie N. Fleming</u> Stacie N. Fleming	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Scott C. Arves</u> Scott C. Arves	Director
<u>/s/ Harold Bevis</u> Harold Bevis	Director
<u>/s/ Wayne Rancourt</u> Wayne Rancourt	Director
<u>/s/ Roger Fix</u> Roger Fix	Director
<u>/s/ Robert C. Griffin</u> Robert C. Griffin	Director

EXHIBIT INDEX

Exhibit Number	Description
<u>4.1*</u>	Commercial Vehicle Group, Inc. Amended and Restated Commercial Vehicle Group, Inc. 2014 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed on May 17, 2017).
<u>5.1</u>	Opinion of Norton Rose Fulbright US LLP with respect to the legality of the shares of common stock being registered hereby (filed herewith).
<u>23.1</u>	Consent of KPMG LLP (filed herewith).
<u>23.2</u>	Consent of Norton Rose Fulbright US LLP (included in Exhibit 5.1).
<u>24</u>	Power of Attorney (contained within signature page).

* Incorporated by reference to exhibits previously filed.

December 15, 2017

Commercial Vehicle Group, Inc.
7800 Walton Parkway
New Albany, Ohio 43054

Re: Registration of Securities of Commercial Vehicle Group, Inc. on Form S-8

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), by Commercial Vehicle Group, Inc., a Delaware corporation (the "Company"), relating to 2,000,000 shares of the Company's common stock, par value \$0.01 per share (the "Shares") which may be issued under the Commercial Vehicle Group, Inc. 2014 Equity Incentive Plan (the "Plan").

As counsel for the Company, we have examined the Plan and originals or copies of the corporate records of the Company, certificates and other communications of public officials, certificates of officers of the Company and such other documents as we have deemed relevant or necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied on certificates of officers of the Company and on certificates and other communications of public officials. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies, facsimiles, or electronic images thereof, the due authorization, execution and delivery by the parties thereto other than the Company of all documents examined by us, and the legal capacity of each individual who signed any of those documents. We expressly disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments that might affect any matter or opinion set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements that accompany the Plan, will be validly issued, fully paid and nonassessable. We do not by this letter express any other opinion with respect to the Shares or any other matter.

The opinions expressed herein are limited exclusively to applicable federal laws of the United States of America, and applicable provisions of, respectively, the Delaware Constitution, the Delaware General Corporation Law and reported judicial interpretations of such law, in each case as currently in effect, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm wherever it appears in the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Commercial Vehicle Group, Inc.:

We consent to the use of our reports dated March 9, 2017, with respect to the consolidated balance sheets of Commercial Vehicle Group, Inc. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive (loss) income, stockholders' equity, and cash flows for each of the years in the three-year period ending December 31, 2016, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2016, incorporated herein by reference.

/s/ KPMG LLP

Columbus, Ohio
December 15, 2017