

TOTAL S.A.
Form S-8
October 31, 2014

As filed with the Securities and Exchange Commission on October 31, 2014

Registration No. 333-_____

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

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

TOTAL S.A.
(Exact name of registrant as specified in its charter)

Republic of France
(State or other jurisdiction

of incorporation)

2, place Jean Millier

98-0227345
(I.R.S. Employer

Identification Number)

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La Défense 6

92400 Courbevoie

France

Phone: +33 (0)1 47 44 45 46

(Address of principal executive offices) (Zip code)

TOTAL HOLDINGS USA, INC.

2015 EMPLOYEE SHAREHOLDER PLAN

(Full Title of the Plans)

Ms. Elizabeth Matthews

TOTAL Holdings USA, Inc.

1201 Louisiana Street, Suite 1800

Houston, Texas 77002

(713) 483-5000

(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 12b2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a small reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered⁽¹⁾	Amount to be registered⁽²⁾	Proposed maximum offering price per share⁽³⁾	Proposed maximum aggregate offering price	Amount of registration fee⁽⁴⁾
Shares, par value 2.50 euros per share	1,900,000	\$56.54	\$107,426,000	\$12,482.90

- (1) The Shares being registered under this registration statement may be represented by the Registrant's American Depositary Shares. Each American Depositary Share represents one Share.
- (2) The maximum number of Shares to be delivered in the form of Shares or American Depositary Shares that may be offered under the TOTAL Holdings USA, Inc. 2015 Employee Shareholder Plan. Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
- (3) Estimated solely for the purposes of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, based upon the average of the high and low prices of the Registrant's American Depositary Share reported on The New York Stock Exchange on October 27, 2014.
- (4) The Registrant previously paid a registration fee of \$12,893.21 to register 1,900,000 shares of Shares for issuance under the TOTAL Holdings USA, Inc. 2013 Employee Shareholder Plan ("2013 Plan") on a Form S-8 Registration Statement (File No. 333-185168), filed on November 28, 2012. As of this date, 1,575,000 Shares under the 2013 Plan remain unsold and are not subject to outstanding awards, and are therefore being removed from registration pursuant to a post-effective amendment to the prior registration statement, which is being filed by the Registrant concurrently with this Registration Statement. Pursuant to Rule 457(p), the total fee balance for the unsold shares from the prior registration statements (in the amount of \$10,687.79) is being offset against the total fee due for this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this registration statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act of 1933, as amended (the Securities Act). This registration statement on Form S-8 is filed by TOTAL S.A., a corporation organized under the laws of the Republic of France (the Corporation or Registrant), regarding the TOTAL Holdings USA, Inc. 2015 Employee Shareholder Plan (the Plan). Documents containing the information required by Part I of the registration statement will be sent or given to Plan participants as specified by Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the Commission) by the Corporation are incorporated herein by reference:

- (1) the Corporation s Annual Report on Form 20-F for the fiscal year ended December 31, 2013, filed with the Commission on March 27, 2014;
- (2) the description of the Corporation s common shares contained in the Corporation s Amended Registration Statement on Form 8-A/A filed with the Commission on March 19, 2004; and
- (3) TOTAL s Reports on Form 6-K, furnished to the SEC on (i) May 2, 2014, (ii) June 16, 2014, (iii) July 30, 2014, and (iv) October 30, 2014.

To the extent designated therein, certain Reports on Form 6-K and all documents filed by the Corporation pursuant to Sections 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 but prior to the filing of a post-effective amendment which indicates that all remaining securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents, except for information that would constitute a non-GAAP financial measure subject to the rules and regulations of the Commission.

Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the 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 4. Description of Securities.

Not applicable.

Item 5. Interest of Named Experts and Counsel.

Maarten Scholten, General Counsel to the Corporation, has given his opinion about certain legal matters affecting the securities registered under this registration statement. Mr. Scholten owns, or may have the right to acquire, the Registrant's Shares and/or American Depository Shares.

Item 6. Indemnification of Directors and Officers.

The Corporation maintains liability insurance for directors and officers including insurance against liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- *4.1 *Statuts* (charter and bylaws) of the Corporation.
- *5.1 Opinion of Maarten Scholten, General Counsel to the Corporation.
- *23.1 Consent of Ernst & Young Audit and KPMG Audit, a division of KPMG S.A.
- *23.2 Consent of Maarten Scholten, General Counsel to the Corporation (included in the opinion filed as Exhibit 5.1).
- *24.1 Power of Attorney.
- *24.2 Power of Attorney.

* filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Paris, France, on October 31, 2014.

TOTAL S.A.

By: /s/ HUMBERT DE WENDEL

Name: Humbert de Wendel

Title: Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed on October 31, 2014, by the following persons in the capacities indicated.

Signatures	Title
/s/ PATRICK POUYANNE* Patrick Pouyanné	Chief Executive Officer (Principal Executive Officer)
/s/ PATRICK ARTUS* Patrick Artus	Director
/s/ PATRICIA BARBIZET* Patricia Barbizet	Director
/s/ GUNNAR BROCK* Gunnar Brock	Director
/s/ MARIE-CHRISTINE COISNE-ROQUETTE* Marie-Christine Coisne-Roquette	Director
/s/ BERTRAND COLLOMB* Bertrand Collomb	Director
/s/ PAUL DESMARAIS JR.* Paul Desmarais Jr.	Director
/s/ THIERRY DESMAREST* Thierry Desmarest	Director
/s/ ANNE-MARIE IDRAC* Anne-Marie Idrac	Director
/s/ CHARLES KELLER* Charles Keller	Director

Charles Keller

/s/ BARBARA KUX*
Barbara Kux

Director

/s/ GERARD LAMARCHE*
Gérard Lamarche

Director

/s/ ANNE LAUVERGEON*
Anne Lauvergeon

Director

Signatures

Title

/s/ MICHEL PEBEREAU*

Director

Michel Pébereau

/s/ PATRICK DE LA CHEVARDIERE*

Executive Vice President and Chief Financial Officer

Patrick de La Chevardière

(Principal Financial Officer)

/s/ DOMINIQUE BONNET*

Chief Accounting Officer

Dominique Bonnet

(Principal Accounting Officer)

/s/ ROBERT O. HAMMOND*

Authorized Representative in the United States

Robert O. Hammond

*By: /s/ HUMBERT DE WENDEL
Humbert de Wendel
Attorney-in-fact

EXHIBIT INDEX

Exhibit Number	Description
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