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

FORM S-8
REGISTRATION STATEMENT
Under
the Securities Act of 1933

MANPOWERGROUP INC.
(Exact Name of Registrant as Specified in Charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

100 Manpower Place
Milwaukee, Wisconsin
(Address of Principal Executive Offices)

39-1672779
(I.R.S. Employer
Identification No.)

53212
(Zip Code)

Equity Incentive Plan of ManpowerGroup Inc.
(Full title of plan)

Michelle S. Nettles
Executive Vice President, Chief People and Legal Officer
ManpowerGroup Inc.
100 Manpower Place
Milwaukee, Wisconsin 53212
(414) 961-1000
(Name, address and telephone number, including area code, of agent for service)

with copy to:

Dennis F. Connolly
Godfrey & Kahn, S.C.
833 East Michigan Street, Suite 1800
Milwaukee, WI 53202
(414) 273-3500

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 (check one):

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 the Securities Act.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed by ManpowerGroup Inc. (the “Registrant”) pursuant to General Instruction E to Form S-8 under the Securities Act. The information included and incorporated by reference in the registration statements on Form S-8 filed by the Registrant (Registration Nos. 333-174305, 333-195833, and 333-238801) pursuant to the Securities Act on May 18, 2011, May 9, 2014, and May 29, 2020, respectively, are incorporated by reference into this Registration Statement.

Exhibits

- 4.1 Equity Incentive Plan of ManpowerGroup Inc. (incorporated by reference to [Exhibit 10.1](#) of the Registrant’s Current Report on [Form 8-K](#) filed on May 8, 2026)
- 5.1 [Opinion of Godfrey & Kahn, S.C.](#)
- 23.1 [Consent of Godfrey & Kahn, S.C. \(included in Exhibit 5.1\)](#)
- 23.2 [Consent of Deloitte & Touche LLP](#)
- 24.1 [Powers of Attorney](#)
- 107.1 [Filing Fee Table](#)

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 Milwaukee, State of Wisconsin, on May 12, 2026.

MANPOWERGROUP INC.

By: /s/ Michelle S. Nettles
Michelle S. Nettles
Executive Vice President, Chief People and Legal
Officer

Pursuant to the requirements of the Securities Act of 1933, the registration statement has been signed by the following persons in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jonas Prising</u> Jonas Prising	Chief Executive Officer and a Director (Principal Executive Officer)	May 12, 2026
<u>/s/ John T. McGinnis</u> John T. McGinnis	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 12, 2026
<u>/s/ Eric Rozek</u> Eric Rozek	Vice President and Global Controller (Principal Accounting Officer)	May 12, 2026
<u>*</u> Jean-Philippe Courtois	Director	May 12, 2026
<u>*</u> John F. Ferraro	Director	May 12, 2026
<u>*</u> William P. Gipson	Director	May 12, 2026
<u>*</u> Julie M. Howard	Director	May 12, 2026
<u>*</u> Ulice Payne, Jr.	Director	May 12, 2026
<u>*</u> Muriel Pénicaud	Director	May 12, 2026
<u>*</u> Paul Read	Director	May 12, 2026
<u>*</u> Elizabeth P. Sartain	Director	May 12, 2026

*

Director

May 12, 2026

Michael J. Van Handel

By: /s/ Michelle S. Nettles

Michelle S. Nettles

Attorney-in-Fact*

* Pursuant to authority granted by powers of attorney, copies of which are filed herewith.

May 12, 2026

ManpowerGroup Inc.
100 Manpower Place
Milwaukee, Wisconsin 53212

Ladies and Gentlemen:

We have acted as your counsel in connection with the issuance by ManpowerGroup Inc., a Wisconsin corporation (the "Company"), of up to 1,100,000 additional shares of common stock, \$0.01 par value (the "Shares"), pursuant to the Equity Incentive Plan of ManpowerGroup Inc. (the "Plan"), as described in the Company's prospectus dated as of the date hereof (the "Prospectus") relating to the Company's Registration Statement on Form S-8, to be filed with the Securities and Exchange Commission on May 12, 2026 (the "Registration Statement").

We have examined: (a) the Plan, the Prospectus and the Registration Statement, (b) the Company's Amended and Restated Articles of Incorporation and Amended and Restated By-Laws, each as amended to date, (c) certain resolutions of the Company's Board of Directors, and (d) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Godfrey & Kahn, S.C.

GODFREY & KAHN, S.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 23, 2026, relating to the financial statements of ManpowerGroup, Inc. and the effectiveness of ManpowerGroup, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of ManpowerGroup, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Milwaukee, Wisconsin
May 12, 2026

DIRECTOR'S POWERS OF ATTORNEY
(Form S-8 for the Equity Incentive Plan)

Each of the undersigned directors of ManpowerGroup Inc. (the "Company") hereby constitutes and appoints Michelle S. Nettles and Dale Johnson, and each of them, the undersigned's true and lawful attorney-in-fact, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead to sign for the undersigned and in the undersigned's name in the capacity as a director of the Company the Company's Registration Statement on Form S-8 relating to the Equity Incentive Plan, as amended, and to file the same, with all exhibits thereto, other documents in connection therewith, and any amendments to any of the foregoing, including post-effective amendments and/or supplements to said Form S-8, with the Securities and Exchange Commission and any other regulatory authority, 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 and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or the undersigned's substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have each executed this Power of Attorney, on one or more counterparts, as of the 8th day of May, 2026.

/s/ Jean-Philippe Courtois
Jean-Philippe Courtois

/s/ William P. Gipson
William P. Gipson

/s/ Ulice Payne, Jr.
Ulice Payne, Jr.

/s/ Jonas Prising
Jonas Prising

/s/ Elizabeth P. Sartain
Elizabeth P. Sartain

/s/ John F. Ferraro
John F. Ferraro

/s/ Julie M. Howard
Julie M. Howard

/s/ Muriel Pénicaud
Muriel Pénicaud

/s/ Paul Read
Paul Read

/s/ Michael J. Van Handel
Michael J. Van Handel

