
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

LENNOX INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

42-0991521
(I.R.S. Employer
Identification No.)

**2140 Lake Park Blvd.
Richardson, Texas**
(Address of Principal Executive Offices)

75080
(Zip Code)

LENNOX INTERNATIONAL INC. 2019 EQUITY AND INCENTIVE COMPENSATION PLAN
(Full title of the plan)

John D. Torres
Executive Vice President, Chief Legal Officer and Secretary
Lennox International Inc.
2140 Lake Park Blvd.
Richardson, Texas 75080
(972) 497-5000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

James E. O'Bannon
Jones Day
2727 North Harwood Street
Dallas, Texas 75201
(214) 220-3939

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

Emerging growth company

Accelerated filer

Smaller reporting 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.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the “Amendment”) to that certain Registration Statement on Form S-8 (Registration No. 333-231762) filed with the Securities and Exchange Commission on May 24, 2019 (the “Original Filing”) is being filed by Lennox International Inc. (the “Company”) in accordance with Rule 462(d) under the Securities Act of 1933, as amended to update Exhibit 23.1. Except as described herein, this Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original Filing. No additional securities are to be registered, and registration fees were paid upon filing of the Original Filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1*	<u>Restated Certificate of Incorporation of Lennox International Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form S-1 (Registration Statement No. 333-75725) filed on April 6, 1999)</u>
4.2*	<u>Amended and Restated Bylaws of Lennox International Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on December 16, 2013)</u>
4.3*	<u>Specimen Stock Certificate for the Common Stock of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant’s Amendment to Registration Statement on Form S-1/A (Registration Statement No. 333-75725) filed on June 16, 1999)</u>
4.4*	<u>Lennox International Inc. 2019 Equity and Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on May 24, 2019)</u>
5.1*	<u>Opinion of Sarah Wood Braley, Esq.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm – KPMG LLP</u>
23.2*	<u>Consent of Sarah Wood Braley, Esq. (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney</u>

* Previously filed as an exhibit to the Original Filing.

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 duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Richardson, state of Texas, on this 20th day of July, 2020.

LENNOX INTERNATIONAL INC.

By: /s/ John D. Torres

John D. Torres
Executive Vice President, Chief Legal Officer and
Secretary

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

Date: July 20, 2020

*

Todd M. Bluedorn
Chief Executive Officer and Chairman of the Board of
Directors
(Principal Executive Officer)

Date: July 20, 2020

*

Joseph W Reitmeier
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: July 20, 2020

*

Chris A. Kosel
Vice President, Controller and Chief Accounting Officer
(Principal Accounting Officer)

Date: July 20, 2020

*

Todd J. Teske
Lead Director

Date: July 20, 2020

*

Sherry L. Buck
Director

Date: July 20, 2020

*

Janet K. Cooper
Director

Date: July 20, 2020

*

John E. Major
Director

Date: July 20, 2020

*

Max H. Mitchell
Director

Date: July 20, 2020

*

John W. Norris, III
Director

Date: July 20, 2020

*

Karen H. Quintos
Director

Date: July 20, 2020

*

Kim K.W. Rucker
Director

Shane D. Wall
Director

Date: July 20, 2020

*

Gregory T. Swienton
Director

* This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed on behalf of the above officers and directors by John D. Torres, as attorney-in-fact, pursuant to a power of attorney incorporated by reference as Exhibit 24.1 into this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8.

DATED: July 20, 2020

By:

/s/ John D. Torres

John D. Torres
Attorney-in-Fact

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Lennox International Inc.:

We consent to the use of our report dated February 18, 2020 with respect to the consolidated balance sheets of Lennox International Inc. and subsidiaries as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive (loss) income, stockholders' (deficit) equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and Schedule II - Valuation and Qualifying Accounts and Reserves, and the effectiveness of internal control over financial reporting as of December 31, 2019, incorporated by reference herein. Our report refers to the adoption of Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)* and to the adoption of Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*.

/s/ KPMG LLP

Dallas, Texas
July 20, 2020