

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

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

Cavco Industries, Inc.

(Exact name of registrant as specified in its charter)

Delaware 56-2405642
(State or other jurisdiction of incorporation) (I.R.S. Employer Identification No.)

1001 North Central Avenue, Suite 800
Phoenix, Arizona 85004
(Address of principal executive offices, including zip code)

CAVCO INDUSTRIES, INC. 2005 STOCK INCENTIVE PLAN

(Full title of the plan)

Joseph H. Stegmayer
President and Chief Executive Officer
1001 North Central Avenue, Suite 800
Phoenix, Arizona 85004
(Name and address of agent for service)
(602) 256-6263
(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 Accelerated filer
Non-accelerated filer (Do not check if smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Common Stock, \$.01 par value per share	300,000 shares	\$77.94	\$23,382,000	\$2,354.57

(1) These shares are in addition to the 450,000 shares registered by the Company on Registration Statement No. 333-132925. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock which are issued or become issuable upon exercise of options granted under the Cavco Industries, Inc. 2005 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(2) Estimated solely for the purposes of determining the registration fee pursuant to Rules 457(c), 457(h)(1) and 457(h)(3) under the Securities Act, on the basis of the average of the high and low prices for the Registrant's Common Stock on January 20, 2016, as reported on the NASDAQ Global Select Market.

(3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of an additional 300,000 shares of Common Stock under the Plan.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Cavco Industries, Inc., or the Registrant, is filing this Registration Statement with the Securities and Exchange Commission (the "SEC"), to register 300,000 additional shares of common stock under the Cavco Industries, Inc. 2005 Stock Incentive Plan (the "Plan"), pursuant to Amendment No. 2 to the Plan approved by stockholders at the Registrant's 2015 Annual Meeting of Stockholders held October 6, 2015. The Registrant's Registration Statement on Form S-8 previously filed with the SEC on April 3, 2006 (File No. 333-132925), is incorporated by reference in this Registration Statement, pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits

The information required by this Item 8 is set forth in the Index to Exhibits accompanying this Registration Statement.

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on January 22, 2016.

CAVCO INDUSTRIES, INC.

/s/ Joseph H. Stegmayer

Joseph H. Stegmayer
Chairman, President and Chief
Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on January 22, 2016. Each person whose signature appears below constitutes and appoints Joseph H. Stegmayer and Daniel Urness, and each of them individually, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This document may be executed by the signatories hereto on any number of counterparts, all of which constitute one and the same instrument.

Signature	Title
<u>/s/ Joseph H. Stegmayer</u>	Chairman of the Board, President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Daniel L. Urness</u>	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ William C. Boor</u>	Director
<u>/s/ Steven G. Bungler</u>	Director
<u>/s/ David A. Greenblatt</u>	Director
<u>/s/ Jack Hanna</u>	Director

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of Cavco. (Filed as Exhibit 3.1 to the Annual Report on Form 10-K for the fiscal year ended March 31, 2004.)
4.2	Certificate of Amendment to Restated Certificate of Incorporation of Cavco. (Filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2006.)
4.2	Amended and Restated Bylaws of Cavco. (Filed as Exhibit 3.2 to the Annual Report on Form 10-K for the fiscal year ended March 31, 2004.)
4.3	Cavco 2005 Stock Incentive Plan. (Filed as Exhibit 10.6 to the Registration Statement on Form 10/A (File No. 000-08822) filed by Cavco on April 23, 2003, as amended by Form 10/A dated May 21, 2003, Form 10/A dated May 30, 2003, Form 10/A dated June 17, 2003, and Form 10/A dated June 20, 2003.)
4.4	Amendment No. 1 to the Cavco 2005 Stock Incentive Plan. (Filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2010.)
4.5	Amendment No. 2 to the Cavco 2005 Stock Incentive Plan. (Filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015.)
5.1*	Opinion of James P. Glew.
23.1*	Consent of James P. Glew (contained in Exhibit 5.1 hereto).
23.2*	Consent of Ernst & Young, LLP, Independent Registered Public Accounting Firm.
24.1*	Powers of Attorney (included on the signature page of this Registration Statement).
*	Filed herewith.

January 22, 2016

Securities and Exchange Commission
450 5th Street, N.W., Judiciary Plaza
Washington, DC 20549

Re: Cavco Industries, Inc.: Registration of 300,000 Shares of Common Stock of Cavco Industries, Inc. under the Cavco Industries, Inc. 2005 Stock Incentive Plan.

Ladies and Gentlemen:

As counsel to Cavco Industries, Inc. (the "Corporation"), I am familiar with the Cavco Industries, Inc. 2005 Stock Incentive Plan (the "Plan") and the proposed offer and sale of up to 300,000 additional shares (the "Plan Shares") of Common Stock, \$0.01 par value per share, of the Corporation pursuant to the Plan.

I have also made such further investigations as I have deemed necessary to express the opinions herein stated.

I am of the opinion that the Plan Shares, which are hereafter issued upon exercise or vesting of options duly granted or restricted stock or stock units duly awarded under and in accordance with the terms of the Plan, will, upon the payment of the consideration therefore required by the terms of the Plan, be duly and validly issued, fully paid and non-assessable.

I consent to the use of this opinion as an Exhibit to the Registration Statement on Form S-8 being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the Plan Shares, and to any references to me in such Registration Statement.

Very truly yours,

/s/ James P. Glew

James P. Glew
General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to incorporation by reference in the Registration Statement on Form S-8 pertaining to the Cavco Industries, Inc. 2005 Stock Incentive Plan of our report dated June 10, 2015 with respect to the consolidated financial statements of Cavco Industries, Inc. included in its Annual Report on Form 10-K for the year ended March 28, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Phoenix, Arizona
January 22, 2016