

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

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

**CALIBERCOS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**47-2426901**  
(I.R.S. Employer Identification No.)

**8901 E. Mountain View Rd. Ste 150  
Scottsdale AZ 85258**

(Address of principal executive offices)  
**(480) 295-7600**

(Registrant's telephone number, including area code)

**CaliberCos Inc. 2024 Equity Incentive Plan  
CaliberCos Inc. Employee Stock Purchase Plan**  
(Full title of the plans)

**John C. Loeffler, II**  
**Chairman and Chief Executive Officer**  
**8901 E. Mountain View Rd. Ste. 150**  
**Scottsdale AZ 85258**  
**(480) 295-7600**

(Name, address, and telephone number of agent for service)

**Copy to:**  
**Thomas J. Poletti, Esq.**  
**Veronica Lah, Esq.**  
**Manatt, Phelps & Phillips LLP**  
**695 Town Center Drive, 14<sup>th</sup> Floor**  
**Costa Mesa, CA 92626**  
Email: tpoletti@manatt.com  
Telephone: (714) 371-2500

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

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 to Section 7(a)(2)(B) of the Securities Act.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in this Part I of Form S-8 will be sent or given to participants in the CaliberCos Inc. 2024 Equity Incentive Plan (the “Plan”) and the CaliberCos Inc. Employee Stock Purchase Plan (the “ESPP”) as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “SEC”) either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed by it with the SEC:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the Commission on [April 15, 2024](#), as amended by that Amendment No. 1 to the Annual Report on Form 10-K/A for the fiscal year ended December 31, 2023 filed with the Commission on [April 29, 2024](#).

(b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the Commission on [May 10, 2024](#).

(c) The Registrant's Current Reports on Form 8-K filed with the Commission on [April 5, 2024](#) and [May 17, 2024](#).

(d) The description of the Registrant's securities, which is contained in the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed on [April 15, 2024](#), including any amendments or supplements thereto.

All documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date hereof, 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 incorporated by reference into this Registration Statement and to be a part thereof from the date of the filing of such documents. Any statement contained in the documents incorporated, or deemed to be incorporated, by reference herein or therein shall be deemed to be modified or superseded for purposes of this Registration Statement and the prospectus to the extent that a statement contained herein or therein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or therein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement and the prospectus.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware.

The Registrant is governed by the Delaware General Corporation Law, as the same exists or may hereafter be amended (the General Corporation Law"). Section 145 of the General Corporation Law ("Section 145") provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnification may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. Section 145 also provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of such corporation, under the same conditions, except that such indemnification is limited to expenses (including attorneys' fees) actually and reasonably incurred by such person, and except that

no indemnification is permitted without judicial approval if such person is adjudged to be liable to such corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter therein, the corporation must indemnify that person against the expenses (including attorneys' fees) which such officer or director actually and reasonably incurred in connection therewith.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability under Section 145.

The Registrant's Third Amended and Restated Certificate of Incorporation provides that the Registrant may indemnify to the fullest extent permitted by law as it presently exists or may hereafter be amended any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that he, his testator, or intestate is or was a director, or officer, or employee, or agent of the Corporation or any predecessor of the Registrant, or serves or served at any other enterprise as a director, or officer, or employee, or agent at the request of the Registrant or any predecessor to the Registrant.

The Registrant's Bylaws provide that the Registrant shall indemnify and hold harmless to the fullest extent permitted by applicable law any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director, or officer, or employee, or agent of the Registrant or, while a director, or officer, or employee, or agent of the Registrant, is or was serving at the request of the Registrant as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such person. The Registrant shall be required to indemnify a person in connection with a proceeding commenced by such person only if such proceeding was authorized by the Board of Directors.

The Registrant's Third Amended and Restated Certificate of Incorporation eliminates the liability of a director or officer of the Registrant to the fullest extent under applicable law. Pursuant to Section 102(b)(7) of the General Corporation Law, a corporation may eliminate the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liabilities arising (i) from any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) from acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) from any transaction from which the director derived an improper personal benefit.

#### ***Indemnification Agreements***

The Registrant has entered into agreements with its directors and officers providing indemnification of such directors and officers by the Registrant to the fullest extent permitted by law, subject to certain limited exceptions. These agreements provide that the Registrant will indemnify each of our directors and officers to the fullest extent permitted by Delaware law. The Registrant will advance all expenses incurred by the indemnified director or officer ("Indemnitee") in connection with any proceeding to which the Indemnitee is a party or is threatened to be made a party by reason of the fact that the Indemnitee is or was an agent of the Company or by reason of anything done or not done by the Indemnitee in any such capacity.

#### ***Directors' and Officers' Liability Insurance***

The Registrant's directors and executive officers are covered by insurance maintained by the Registrant against specified liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

#### **Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">4.1</a>	<a href="#">Form of Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's registration statement on Form S-1 filed October 28, 2022)</a>
<a href="#">5.1</a>	<a href="#">Opinion of Manatt, Phelps &amp; Phillips, LLP</a>
<a href="#">23.1</a>	<a href="#">Consent of Manatt, Phelps &amp; Phillips, LLP (included in Exhibit 5.1)</a>
<a href="#">23.2</a>	<a href="#">Consent of Deloitte &amp; Touche LLP</a>
<a href="#">24.1</a>	<a href="#">Powers of Attorney (included on signature page to this Registration Statement)</a>
<a href="#">99.1</a>	<a href="#">CaliberCos Inc. 2024 Equity Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement (Schedule 14A) filed with the Commission on May 16, 2024)</a>
<a href="#">99.2</a>	<a href="#">CaliberCos Inc. Employee Stock Purchase Plan (incorporated by reference to Appendix B to the Company's Definitive Proxy Statement (Schedule 14A) filed with the Commission on May 16, 2024)</a>
<a href="#">107</a>	<a href="#">Calculation of Filing Fee Table</a>

**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 the 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 the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the 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 reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the 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 herein, 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 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the 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, 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 Scottsdale, State of Arizona, on July 1, 2024.

### CALIBERCOS INC.

By: /s/ John C. Loeffler, II  
Name: John C. Loeffler, II  
Title: Chairman and Chief Executive Officer

### POWER OF ATTORNEY

We, the undersigned officers and directors of CaliberCos Inc., do hereby constitute and appoint John C. Loeffler, II and Jade Leung, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution for him in any and all capacities, to sign any and 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 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.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John C. Loeffler, II</u> John C. Loeffler, II	Chairman and Chief Executive Officer <i>(Principal Executive Officer)</i>	July 1, 2024
<u>/s/ Jade Leung</u> Jade Leung	Chief Financial Officer <i>(Principal Accounting Officer)</i>	July 1, 2024
<u>/s/ Jennifer Schrader</u> Jennifer Schrader	President and Vice-Chairperson	July 1, 2024
<u>/s/ William J. Gerber</u> William J. Gerber	Director	July 1, 2024
<u>/s/ Michael Trzupsek</u> Michael Trzupsek	Director	July 1, 2024
<u>/s/ Dan Hansen</u> Dan Hansen	Director	July 1, 2024
<u>/s/ Lawrence Taylor</u> Lawrence Taylor	Director	July 1, 2024

**Calculation of Filing Fee Table**  
**Form S-8**  
(Form Type)  
**CaliberCos Inc.**  
(Exact Name of Registrant as Specified in its Charter)  
Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	4,000,000 <sup>(4)</sup>	\$0.8901 <sup>(3)</sup>	\$3,560,400	\$0.00014760	\$525.52
Equity	Class A Common Stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	2,000,000 <sup>(2)</sup>	\$0.7566 <sup>(5)</sup>	\$1,513,200	\$0.00014760	\$223.35
<b>Total Offering Amounts</b>					\$5,073,600		\$748.87
<b>Total Fees Previously Paid</b>							—
<b>Total Fee Offset</b>							—
<b>Net Fee Due</b>							\$748.87

(1) This Registration Statement covers, in addition to the number of shares of the Registrant's Class A common stock ("Common Stock") stated above, such indeterminate number of any additional shares of Common Stock that may become issuable under the CaliberCos Inc. 2024 Equity Incentive Plan and CaliberCos Inc. Employee Stock Purchase Plan, by reason of any stock split, stock dividend or similar transaction pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act").

(2) Represents shares of Common Stock reserved for issuance under the CaliberCos Inc. 2024 Equity Incentive Plan.

(3) Pursuant to paragraphs (c) and (h) of Rule 457, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been computed based on the average of the high and low sale prices of the Common Stock reported on the NASDAQ Stock Market on June 26, 2024, a date within five business days prior to the date of filing the Registration Statement.

(4) Represents shares of Common Stock reserved for issuance under the CaliberCos Inc. Employee Stock Purchase Plan.

(5) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$0.8901, the average of the high and low prices of the Common Stock on the NASDAQ Stock Market on June 26, 2024, multiplied by 85%. The exercise price per share of the shares subject to an option for an offering period shall be the lesser of: (1) 85% of the fair market value of a share of Common Stock on the applicable grant date; or (2) 85% of the fair market value of a share of Common Stock on the applicable exercise date.





July 1, 2024

CaliberCos Inc.  
8901 E. Mountain View Rd. Ste. 150  
Scottsdale, AZ 85258

**Re: Registration Statement on Form S-8  
6,000,000 Shares of Class A Common Stock, par value \$0.001 per share**

Ladies and Gentlemen:

We have acted as counsel to CaliberCos Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration by the Company of a total of 6,000,000 shares of Class A Common Stock, par value \$0.001 per share ("Shares"), consisting of (i) 4,000,000 Shares issuable under the CaliberCos, Inc. 2024 Equity Incentive Plan (the "Plan"), and (ii) 2,000,000 Shares issuable under the CaliberCos, Inc. Employee Stock Purchase Plan (the "ESPP"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

As such counsel and for purposes of our opinions set forth below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

In such examination and in rendering the opinions expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us, (ii) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us, (iii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals, (iv) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to authentic originals thereof, and that such originals are authentic and complete, (v) the due authorization, execution and delivery of all agreements, instruments, certificates and other documents by all parties thereto (other than the Company), (vi) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion set forth below are true and correct, and (vii) that the officers and directors of the Company have properly exercised their fiduciary duties. We also have obtained from the officers of the Company certificates as to certain factual matters necessary for the purpose of this opinion and, insofar as this opinion is based on such matters of fact, we have relied solely on such certificates without independent investigation. We have also assumed that the Shares will be issued and sold as described in the Registration Statement and the applicable provisions of the Plan or the ESPP.

Based upon and subject to the foregoing qualifications, assumptions and limitations, we are of the opinion that the Shares have been duly authorized and, when issued and delivered against payment therefor in conformity with the terms of the Plan or the ESPP, assuming in each case that the individual issuance, grants or awards under the Plan or the ESPP are duly authorized by all necessary corporate action and duly issued, granted or awarded and

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exercised in accordance with the requirements of the law and the Plan or the ESPP, as the case may be, will be validly issued, fully paid and non-assessable.

We express no opinion as to the applicability or effect of any laws, orders or judgments of any state or other jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws). This opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and the use of our name therein under the caption "Legal Matters." In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission adopted under the Securities Act.

The opinions included herein are expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,  
/s/ Manatt, Phelps & Phillips, LLP  
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Manatt, Phelps & Phillips, LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 15, 2024 relating to the financial statements of CaliberCos Inc., appearing in the Annual Report on Form 10-K of CaliberCos Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP  
Tempe, Arizona  
July 1, 2024