

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

(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, 14th 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.

EXPLANATORY NOTE

On January 30, 2026, stockholders of CaliberCos Inc. (the “Company” or the “Registrant”) approved an amendment (the “Plan Amendment”) to the Company’s 2024 Equity Incentive Plan (as amended, the “Plan”) to (a) increase the number of shares of the Company’s Class A Common Stock, \$0.001 par value per share (the “Common Stock”) reserved for issuance pursuant to the Plan by an additional one million (1,000,000) shares; (b) incorporate provisions for annual increases under the Plan on the first day of each calendar year, beginning on January 1, 2027, and ending on January 1, 2034, equal to 15% of the total shares of the Company’s Common Stock outstanding on the last day of the immediately preceding calendar year.

Accordingly, this Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an additional 1,000,000 shares of Common Stock.

These additional shares of Common Stock are additional securities of the same class as other securities for which a prior registration statement on Form S-8 (File Nos. 333-280638) filed on July 1, 2024 (the “Prior Registration Statement”) has been filed with the Securities and Exchange Commission (the “Commission”). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth herein.

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, 2025, filed with the Commission on March 26, 2026.
- (b) The Registrant's Quarterly Reports on [Form 10-Q](#) for the quarters ended March 31, 2026, filed with the Commission on May 14, 2026.
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on [March 31, 2026](#), and [April 14, 2026](#).

(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, 2025 filed on March 26, 2026, 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.

EXHIBIT INDEX

Exhibit Number	Description
4.1	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)
5.1	Opinion of Manatt, Phelps & Phillips, LLP
23.1	Consent of Manatt, Phelps & Phillips, LLP (included in Exhibit 5.1)
23.2	Consent of Urish Popeck & Co., LLC
24.1	Powers of Attorney (included on signature page to this Registration Statement)
99.1	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)
99.2	Amendment to the CaliberCos 2024 Equity Incentive Plan
107	Calculation of Filing Fee Table

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 May 20, 2026.

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>	May 20, 2026
<u>/s/ Jade Leung</u> Jade Leung	Chief Financial Officer <i>(Principal Accounting Officer)</i>	May 20, 2026
<u>/s/ Jennifer Schrader</u> Jennifer Schrader	President and Vice-Chairperson	May 20, 2026
<u>/s/ William J. Gerber</u> William J. Gerber	Director	May 20, 2026
<u>/s/ Michael Trzupsek</u> Michael Trzupsek	Director	May 20, 2026
<u>/s/ Dan Hansen</u> Dan Hansen	Director	May 20, 2026
<u>/s/ Lawrence Taylor</u> Lawrence Taylor	Director	May 20, 2026



May 20, 2026

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

**Re: Registration Statement on Form S-8
1,000,000 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 1,000,000 shares of Class A Common Stock, par value \$0.001 per share ("Shares") issuable under the CaliberCos, Inc. 2024 Equity Incentive Plan, as amended (the "Plan"). 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.

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, assuming in each case that the individual issuance, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of the law and the Plan, will be validly issued, fully paid and non-assessable.

2049 Century Park East, Suite 1700, Los Angeles, California 90067 Telephone: 310.312.4000 Fax: 310.312.4224
Albany | Boston | Chicago | Los Angeles | New York | Orange County | Palo Alto | Sacramento | San Francisco | Washington

CaliberCos, Inc.
May 20, 2026
Page 2

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. 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
Manatt, Phelps & Phillips, LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 26, 2026, relating to the consolidated financial statements of CaliberCos Inc. and Subsidiaries, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ Urish Popeck & Co., LLC

Pittsburgh, Pennsylvania
May 20, 2026

AMENDMENT TO THE
CALIBERCOS INC.
2024 EQUITY INCENTIVE PLAN

THIS AMENDMENT (the "Amendment") to the CaliberCos Inc. 2024 Equity Incentive Plan (as amended from time to time, the "Plan"), is made and adopted by CaliberCos Inc., a Delaware corporation (the "Company"). Capitalized terms used but not defined herein shall have the meanings assigned to them in the Plan.

WITNESSETH:

WHEREAS, the Company previously adopted the Plan, under which the Company is authorized to grant equity-based awards;

WHEREAS, Sections 10.1 and 10.2 of the Plan provide that the Company's board of directors (the "Board") may amend the Plan from time to time, except that any amendment relating to adjustments upon changes in Common Stock must be approved by the stockholders of the Company;

WHEREAS, the Board now desires to amend the Plan to change the number of shares of Common Stock available for the grant of awards under the Plan and to provide for evergreen increases under the Plan in future years until the ten (10) year anniversary of the Plan, subject to the approval of the Company's stockholders.

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the Company's stockholders, the Plan shall be amended as set forth below:

1. Section 4.1 of the Plan is hereby deleted and replaced in its entirety with the following:

4.1 Number of Shares. Subject to adjustment, as provided in Section 4.3, the total number of Shares available for grant under the Plan shall be one million two hundred (1,200,000). Shares granted under the Plan may be authorized but unissued Shares or reacquired Shares bought on the market or otherwise. Notwithstanding the foregoing, on the first day of each month commencing January 1, 2027, or the first business day of the calendar year if the first day of the calendar year falls on a Saturday or Sunday, the number of Shares eligible for Awards under the Plan will automatically increase in an amount equal to 15% of the total number of Shares outstanding as of December 31st of the preceding fiscal year.

FURTHER RESOLVED, that except as amended hereby, the Plan shall continue to read in the current state and is specifically ratified and reaffirmed.

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IN WITNESS WHEREOF, the undersigned has executed this Amendment as evidence of its adoption by the Board of Directors of the Company.

CALIBERCOS INC.

By: /s/ John C. Loeffler, II

Name: John C. Loeffler, II

Title: Chief Executive Officer

CALCULATION OF FILING FEE TABLES

S-8

CaliberCos Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.001 per share	(1)	Other	1,000,000	\$ 0.96	\$ 960,000.00	0.0001381	\$ 132.58
					Total Offering Amounts:	\$ 960,000.00		132.58
					Total Fee Offsets:			0.00
					Net Fee Due:			<u>\$ 132.58</u>

Offering Note(s)

- (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, 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").

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

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 May 18, 2026, a date within five business days prior to the date of filing the Registration Statement.