

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

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

**Abacus Life, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**6282**  
(Primary Standard Industrial  
Classification Code Number)

**85-1210472**  
(I.R.S. Employer  
Identification No.)

**2101 Park Center Drive, Suite 200  
Orlando, Florida 32835  
(800) 561-4148**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Abacus Life, Inc. Amended and Restated 2024 Long-Term Equity Compensation Incentive Plan**

**Jay J. Jackson**  
**Chief Executive Officer**  
**Abacus Life, Inc.**  
**2101 Park Center Drive, Suite 200**  
**Orlando, Florida 32835**  
**(800) 561-4148**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Michelle B. Rutta**  
**White & Case LLP**  
**New York, New York 10020**  
**(212) 819-8200**

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 under the Securities Exchange Act of 1934:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

On October 26, 2023, Abacus Life, Inc. (the “Registrant”) filed a registration statement on [Form S-8](#) (File No. 333-275179) (the “First Registration Statement”) with the Securities and Exchange Commission (the “Commission”) registering the issuance of 3,164,991 shares of common stock, par value \$0.0001 per share (the “Common Stock”) pursuant to the Abacus Life, Inc. 2023 Long-Term Equity Compensation Incentive Plan (the “Incentive Plan”).

On April 23, 2024, the Board of Directors of the Registrant approved certain amendments to the Incentive Plan including an increase in the aggregate number of shares of Common Stock reserved for issuance under the Incentive Plan by 5,000,000 shares, subject to approval by the Registrant’s stockholders. On June 13, 2024, the Registrant’s stockholders approved the amendments to the Incentive Plan, including the increase in the aggregate number of shares of Common Stock reserved for issuance under the Incentive Plan by 5,000,000 shares (the Incentive Plan, as so amended, the “A&R 2024 Incentive Plan”).

The purpose of this Registration Statement on Form S-8 is for the Registrant to register an additional 5,000,000 shares of Common Stock to be issued under the A&R 2024 Incentive Plan, thereby increasing the aggregate number of shares of Common Stock registered under the A&R 2024 Incentive Plan to 8,164,991 shares of Common Stock. In accordance with General Instruction E of Form S-8, the contents of the First Registration Statement are incorporated by reference into this Registration Statement and the information required by Part II is omitted, except as supplemented by the information set forth below.

#### Part I

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

The documents containing the information specified in this Item 1 has been or will be sent or given by the Registrant to participants in the Abacus Life, Inc. Amended and Restated 2024 Long-Term Equity Compensation Incentive Plan as specified by Rule 428 under the Securities Act and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act of 1933, as amended.

#### Part II

##### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into this Registration Statement (other than information in such filings that was “furnished” under applicable Commission rules rather than “filed”):

- (a) The Registrant’s Annual Report on Form 10-K (File No. 001-39403) for the year ended December 31, 2023, filed with the Commission on [March 21, 2024](#), as amended by that Amendment No. 1 to the Registrant’s Annual Report on Form 10-K/A (File No. 001-39403), filed with the Commission on [May 30, 2024](#) and as amended by that Amendment No. 2 to the Registrant’s Annual Report on Form 10-K/A (File No. 001-39403), filed with the Commission on [June 12, 2024](#), including any amendments or reports filed for the purpose of updating such filing;
- (b) The Registrant’s Quarterly Report on Form 10-Q (File No. 001-39403) for the quarter ended March 31, 2024 filed with the Commission on [May 13, 2024](#).
- (c) The Sections of the Registrant’s Definitive Proxy Statement (File No. 001-39403) filed with the Commission on [April 29, 2024](#) that are incorporated by reference in the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as amended.
- (d) The Registrant’s Current Reports on Form 8-K (File No. 001-39403) filed with the Commission on [January 9, 2024](#), [February 15, 2024](#), [February 15, 2024](#), [February 15, 2024](#), [June 14, 2024](#), and [June 24, 2024](#).
- (e) Description of the Company’s Common Stock contained in [Exhibit 4.14](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on March 21, 2024, including any amendment or report filed for the purpose of updating such description.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than information in such filings that was “furnished” under applicable Commission rules rather than “filed”) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein 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.

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

Section 145 of the DGCL authorizes a court to award, or a corporation’s board of directors to grant, indemnity to officers, directors and other corporate agents in terms sufficiently broad to permit such indemnification under certain circumstances and subject to certain limitations.

Our Charter and Amended and Restated Bylaws provide that we will indemnify our directors and officers, and may indemnify our employees and agents, to the fullest extent permitted by Delaware law, including in circumstances in which indemnification is otherwise discretionary under Delaware law.

In addition, we have entered into separate indemnification agreements with our directors and executive officers which require us, among other things, to indemnify them against certain liabilities which may arise by reason of their status as directors or officers. We also maintain director and officer liability insurance.

These indemnification provisions may be sufficiently broad to permit indemnification of our officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

In addition, the employment agreements that we have entered into require the Company to indemnify any executive who is made a party or is threatened to be made a party to any action, suit or proceeding because he or she is or was a director or officer of the Company, subject to certain conditions. In such case, the Company will provide for the advancement of expenses.

**Item 8. Exhibits and Financial Statement Schedules.**

Exhibit Number	Description
3.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation of Abacus Life, Inc., incorporated by reference from the Company’s 8-K filed with the Commission on July 6, 2023.</u></a>
3.2	<a href="#"><u>Amended and Restated Bylaws of Abacus Life, Inc., incorporated by reference from the Company’s Form 8-K filed with the Commission on July 6, 2023.</u></a>
4.1	<a href="#"><u>Specimen Common Stock Certificate, incorporated by reference from the Company’s Form S-1 filed with the Commission on July 2, 2020.</u></a>
5.1*	<a href="#"><u>Opinion of White &amp; Case LLP Regarding the Legality of the Securities Being Registered.</u></a>
10.1	<a href="#"><u>Amended and Restated Abacus Life, Inc. 2024 Long-Term Equity Incentive Plan, incorporated by reference to the Definitive Proxy Statement on Schedule 14A of Abacus Life, Inc. filed on April 29, 2024.</u></a>
23.1*	<a href="#"><u>Consent of Grant Thornton LLP</u></a>
23.2*	<a href="#"><u>Consent of Grant Thornton LLP - Predecessor</u></a>
23.3*	<a href="#"><u>Consent of White &amp; Case LLP</u></a> (included in Exhibit 5.1)
24.1*	<a href="#"><u>Power of Attorney</u></a> (included in the signature page)
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

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**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 Orlando, State of Florida, on June 28, 2024.

**ABACUS LIFE, INC.**

By: /s/ Jay J. Jackson  
Jay J. Jackson  
Chairman of the Board,  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jay J. Jackson and William H. McCauley, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, 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 or she 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 or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Jay J. Jackson Jay J. Jackson	Director, President and Chief Executive Officer (Principal Executive Officer)	June 28, 2024
/s/ William H. McCauley William H. McCauley	Chief Financial Officer (Principal Accounting and Financial Officer)	June 28, 2024
/s/ Adam Gusky Adam Gusky	Director	June 28, 2024
/s/ Karla Radka Karla Radka	Director	June 28, 2024
/s/ Cornelis Michiel van Katwijk Cornelis Michiel van Katwijk	Director	June 28, 2024
/s/ Thomas W. Corbett, Jr. Thomas W. Corbett, Jr.	Director	June 28, 2024
/s/ Mary Beth Schulte Mary Beth Schulte	Director	June 28, 2024
/s/ Todd Sean McNealy Todd Sean McNealy	Director	June 28, 2024

**Calculation of Filing Fee Table**

Form S-8

(Form Type)

Abacus Life, Inc.

(Exact Name of Registrant as Specified in its Charter)

*Newly Registered and Carry Forward Shares*

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities								
Fees to be paid	Equity	Common stock, par value \$0.0001 per share	457(c) and 457(h)	5,000,000 (1)(2)	\$8.73(3)	\$43,625,000	0.0001476	\$6,443
	Total Offering Amounts							\$6,443
	Total Fee Offsets							—
	Net Fees Due							\$6,443

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the registration statement on Form S-8 (the "Registration Statement") to which this exhibit relates shall also cover any additional shares of common stock, \$0.0001 par value (the "Common Stock"), of Abacus Life, Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares Common Stock.
- (2) Represents 5,000,000 additional shares of Common Stock, which are reserved for issuance under the Amended and Restated Abacus Life, Inc. 2024 Long-Term Equity Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act and based upon the average of the high and low prices of Common Stock, as reported on the Nasdaq Capital Market on June 24, 2024, which was \$8.73 per share.

June 28, 2024

Abacus Life, Inc.  
2101 Park Center Drive, Suite 200  
Orlando, Florida 32835  
(800) 561-4148

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White & Case LLP  
1221 Avenue of the Americas  
New York, NY 10020-1095  
T +1 212 819 8200

[whitecase.com](http://whitecase.com)

Re: Abacus Life, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Abacus Life, Inc., a corporation organized under the laws of Delaware (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") on the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 5,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share, reserved for issuance pursuant to the Abacus Life, Inc. Amended and Restated 2024 Long-Term Equity Compensation Incentive Plan (the "A&R 2024 Incentive Plan").

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or any related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

In connection with our opinion expressed below, we have examined originals or copies certified or otherwise identified to our satisfaction of the following documents and such other documents, corporate records, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinion set forth in this opinion letter:

- (a) the Registration Statement;
- (b) a copy of the Second Amended and Restated Certificate of Incorporation, adopted on June 30, 2023;
- (c) a copy of the Amended and Restated Bylaws of the Company, adopted on June 30, 2023;
- (d) a copy of Resolutions of the Board of Directors of the Company relating to the A&R 2024 Incentive Plan, adopted on April 23, 2024; and
- (e) the A&R 2024 Incentive Plan.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinion expressed below, we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures

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June 28, 2024

on documents we have reviewed, the legal capacity and competency of all natural persons signing all documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us, and the accuracy of all statements in certificates of officers of the Company that we reviewed.

Based upon the foregoing assumptions, and subject to the qualifications set forth in this opinion letter, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed below, we are of the opinion that the Shares reserved for issuance pursuant to the A&R 2024 Incentive Plan, as referenced above, have been duly authorized for issuance and sale pursuant to the A&R 2024 Incentive Plan by all necessary corporate action of the Company, and when issued as provided under the A&R 2024 Incentive Plan, they will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to questions arising under the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction. The opinion expressed above is limited to the matters stated in this opinion letter, and no opinion is implied or may be inferred beyond those expressly stated in this opinion letter. The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,  
/s/ White & Case LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 21, 2024, with respect to the consolidated financial statements of Abacus Life, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2023, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in the Registration Statement.

/s/ GRANT THORNTON LLP

Philadelphia, Pennsylvania  
June 28, 2024

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated May 30, 2024, with respect to the financial statements of Abacus Settlements, LLC included in the Annual Report of Abacus Life, Inc. on Form 10-K, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Philadelphia, Pennsylvania  
June 28, 2024