
**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 170
Orlando, Florida 32835
(800) 561-4148

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

**Jay J. Jackson Chief
Executive Officer
Abacus Life, Inc.**

2101 Park Center Drive, Suite 170
Orlando, Florida 32835
(800) 561-4148

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

Copies to:

Brian T. Casey, Esq.
Locke Lord LLP
Terminus 200, Suite 2000
3333 Piedmont Road, NE
Atlanta, GA 30305
(404) 870-4600

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
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 pursuant 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 Item 1 has been or will be sent or given to participants in the Abacus Life, Inc. 2023 Long-Term Equity 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, 2022, filed with the Commission on April 18, 2023 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 June 30, 2023 filed with the Commission on [August 14, 2023](#) and Quarterly Report on Form 10-Q (File No. 001-39403) for the quarter ended March 31, 2023 filed with the Commission on [May 25, 2023](#).
- (c) The Section of the Registrant’s Preliminary and Definitive Proxy Statements (File No. 001-39403) filed with the Commission on [April 21, 2023](#), [June 5, 2023](#), [June 13, 2023](#), [June 14, 2023](#), and [June 26, 2023](#) relating to the Business Combination (as defined therein) that are incorporated by reference in the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022.
- (d) The Registrant’s Registration Statement on Form S-1, originally filed with the Commission on [July 25, 2023](#), as amended (File No. 333-273411) which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed.
- (e) The Registrant’s Current Reports on Form 8-K (File No. 001-39403) filed with the Commission on [August 25, 2023](#), [August 14, 2023](#), [July 20, 2023](#), [July 6, 2023](#), [July 3, 2023](#), [June 26, 2023](#), [June 14, 2023](#), [May 26, 2023](#), [April 28, 2023](#), [April 20, 2023](#), [January 23, 2023](#) and [January 12, 2023](#).

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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware, as amended, 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 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 requires us, among other things, to indemnify them against certain liabilities which may arise by reason of their status as directors or officers. We will 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 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits and Financial Statement Schedules.

| Exhibit Number | Description |
|-----------------------|---|
| 3.1 | 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. |
| 3.2 | 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. |
| 4.1 | Specimen Common Stock Certificate, incorporated by reference from the Company's Form S-1 filed with the Commission on July 2, 2020. |
| 5.1 | Opinion of Locke Lord LLP Regarding the Legality of the Securities Being Registered. |
| 10.1 | Abacus Life, Inc. 2023 Long-Term Equity Incentive Plan, incorporated by reference from the Company's Form 8-K with the Commission on filed July 6, 2023. |
| 10.2 | Form of Restricted Stock Unit Award granted under the Abacus Life, Inc. 2023 Long-Term Equity Incentive Compensation Plan, incorporated by reference from the Company's Form 8-K filed with the Commission on July 6, 2023. |
| 10.3 | Form of Option Award granted under the Abacus Life, Inc. 2023 Long-Term Equity Incentive Compensation Plan, incorporated by reference from the Company's Form 8-K filed July 6, 2023. |
| 23.1 | Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm re: Abacus Settlements, LLC. |
| 23.2 | Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm re: Longevity Market Assets, LLC. |
| 23.3 | Consent of Marcum LLP, Independent Registered Public Accounting Firm. |
| 23.4 | Consent of Locke Lord LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included in the signature page) |
| 107 | Filing Fee Table |

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 of 1933;

(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 percent change in the maximum aggregate offering price set forth in the Filing Fee Table in the effective registration statement;

(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) of this section 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 Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, 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 of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, 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 of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

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 October 26, 2023.

ABACUS LIFE, INC.

By: /s/ Jay J. Jackson

Jay J. Jackson
Chairman of the Board,
President and Chief Executive Officer

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.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|------------------|
| <u>/s/ Jay J. Jackson</u> Jay J. Jackson | Director, President and Chief Executive Officer (Principal Executive Officer) | October 26, 2023 |
| <u>/s/ William H. McCauley</u> William H. McCauley | Chief Financial Officer (Principal Financial Officer) | October 26, 2023 |
| <u>/s/ Adam Gusky</u> Adam Gusky | Director | October 26, 2023 |
| <u>/s/ Karla Radka</u> Karla Radka | Director | October 26, 2023 |
| <u>/s/ Cornelis Michiel van Katwijk</u> Cornelis Michiel van Katwijk | Director | October 26, 2023 |
| <u>/s/ Thomas W. Corbett, Jr.</u> Thomas W. Corbett, Jr. | Director | October 26, 2023 |
| <u>/s/ Mary Beth Schulte</u> Mary Beth Schulte | Director | October 26, 2023 |
| <u>/s/ Todd Sean McNealy</u> Todd Sean McNealy | Director | October 26, 2023 |



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October 26, 2023

Abacus Life, Inc.
2101 Park Center Drive, Suite 170
Orlando, Florida 32835

Ladies and Gentlemen:

We have acted as counsel to Abacus Life, Inc., a Delaware corporation (the "Company"), in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration, offering, issuance and sale under the Securities Act of up to 3,164,991 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") issuable under the Abacus Life, Inc. 2023 Long-Term Equity Incentive Plan (the "Plan").

In connection with this opinion, we have examined and relied upon: (a) the Registration Statement, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) originals, or copies certified to our satisfaction, of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below (collectively, the "Documents"). In our examination we have assumed (without any independent investigation) the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of originals of such copies and the authenticity of telegraphic or telephonic confirmations of public officials and others. As to facts material to our opinion, we have relied upon (without any independent investigation) certificates or telephonic confirmations of public officials and certificates, documents, statements and other information of the Company or its representatives or officers.

Our opinions expressed below are also subject to the effect of: (a) bankruptcy, insolvency, reorganization, receivership, moratorium, avoidance, arrangement and other laws affecting contractholders' rights generally (including, without limitation, the effect of statutory and other law regarding fraudulent conveyances, fraudulent transfers and preferential transfers); (b) the exercise of judicial discretion and the application of principles of equity, good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the applicable agreements are considered in a proceeding in equity or at law) and the discretion of the court before which proceedings thereof may be brought; and (c) generally applicable rules of law that limit or affect the enforceability of provisions that purport to waive or require waiver of (or that otherwise purport to have the effect of waiving) procedural, judicial or substantive rights or defenses.

Based upon and subject to the foregoing, we are of the opinion that the shares of Common Stock issuable pursuant to the Registration Statement and the Plan have been duly authorized and, when issued and paid for in accordance with the terms of the Plan, the shares of Common Stock issued thereunder will be validly issued, fully paid and nonassessable.

Our opinion herein is expressed solely with respect to the General Corporation Law of the State of Delaware as in effect as of the date hereof. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

The opinion herein is limited to the matters expressly set forth in this opinion letter, and no opinion or representation is given or may be given beyond the opinion expressly set forth in this opinion letter. We consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving this opinion, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ LOCKE LORD LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated February 17, 2023, with respect to the financial statements of Abacus Settlements, LLC contained in the Final Prospectus, filed on July 25, 2023 and as amended on September 29, 2023, relating to the Registration Statement on Form S-1 (File No. 333-273411), which is incorporated by reference in this Registration Statement on Form S-8. We consent to the information by reference of the aforementioned report in this Registration Statement on Form S-8.

/s/ GRANT THORNTON LLP

Philadelphia, Pennsylvania
October 26, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 24, 2023, with respect to the consolidated financial statements of Longevity Market Assets, LLC contained in the Final Prospectus, filed on July 25, 2023 and as amended on September 29, 2023, relating to the Registration Statement on Form S-1 (File No. 333-273411), which is incorporated by reference in this Registration Statement on Form S-8. We consent to the information by reference of the aforementioned report in this Registration Statement on Form S-8.

/s/ GRANT THORNTON LLP

Philadelphia, Pennsylvania
October 26, 2023

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Abacus Life, Inc. (formerly known as East Resources Acquisition Company) on Form S-8 of our report dated April 17, 2023, which includes an explanatory paragraph as to East Resources Acquisition Company's (now known as Abacus Life, Inc.) ability to continue as a going concern, with respect to our audits of the consolidated financial statements of East Resources Acquisition Company (now known as Abacus Life, Inc.) as of December 31, 2022 and 2021 and for the years then ended appearing in the Annual Report on Form 10-K of East Resources Acquisition Company for the year ended December 31, 2022. We were dismissed as auditors on July 17, 2023 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements incorporated by reference in such Registration Statement for the periods after the date of our dismissal.

/s/ Marcum LLP

Marcum LLP
Houston, Texas
October 26, 2023

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) | 3,164,991(1) | \$6.48(2) | \$20,509,141.68 | .0001476 | \$3,027.15 |
| | Total Offering Amounts | | | | | | | \$20,509,141.68 |
| | Total Fee Offsets | | | | | | | \$0 |
| | Net Fees Due | | | | | | | \$3,027.15 |

- (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) 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 October 16, 2023, which was \$6.48 per share.