As filed with the Securities and Exchange Commission on August 7, 2026

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

Beneficient
(Exact name of registrant as specified in its charter)

Nevada **(State or other jurisdiction of incorporation or organization)**	**72-1573705** **(I.R.S. Employer Identification No.)**
325 N. Saint Paul Street **Suite 4850** **Dallas, Texas** **(Address of Principal Executive Offices)**	**75201** **(Zip Code)**

THE BENEFICIENT 2023 LONG-TERM INCENTIVE PLAN
(Full title of the plans)
James G. Silk
325 N. Saint Paul Street, Suite 4850
Dallas, Texas 75201
Telephone: (214) 445-4700
(Name and address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Matthew L. Fry, Esq.
Haynes and Boone, LLP
2801 N. Harwood Street, Suite 2300
Dallas, Texas 75201
(214) 651-5000

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	☐	Accelerated filer	☐
Non-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. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is filed by Beneficient, a Nevada corporation (the "Company" or the "Registrant"), to register an additional 4,597,172 shares of its Class A common stock, par value $0.001 per share (the "Class A Common Stock"), issuable to eligible employees, contractors and non-employee directors of the Company and its subsidiaries and affiliated entities under the Beneficient 2023 Long-Term Incentive Plan (the "Plan") pursuant to the First Amendment to the Plan (the "Amendment") approved by the Company's Board of Directors and stockholders. Such shares consist of (i) 4,179,247 shares of Class A Common Stock that became available for delivery under the Plan pursuant to the Amendment and (ii) 417,925 shares of Class A Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share recycling provision of the Plan. The contents of the previous Registration Statement on Form S-8 (File No. 333-273331) filed by the Registrant with the Securities and Exchange Commission on July 19, 2023 (the "Prior Registration Statement") relating to the Plan, including reports that the Registrant filed after the Prior Registration Statement to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The Prior Registration Statement is currently effective.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	
4.1	Articles of Incorporation of Beneficient (incorporated by reference to Exhibit 3.1.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on June 8, 2023).
4.2	Certificate of Change to the Articles of Incorporation, filed April 15, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on April 16, 2024).
4.3	Certificate of Amendment to the Articles of Incorporation, filed October 2, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on October 4, 2024).
4.4	Certificate of Change to the Articles of Incorporation, filed December 10, 2025 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on December 11, 2025).
4.5	Certificate of Designation of Beneficient Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.1.2 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on June 8, 2023).
4.6	Certificate of Designation of Beneficient Series B-1 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on August 2, 2023).
4.7	Certificate of Designation of Beneficient Series B-2 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on February 6, 2024).

4.8	Certificate of Designation of Beneficient Series B-3 Convertible Preferred Stock (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on February 6, 2024).
4.9	Certificate of Designation of Beneficient Series B-4 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on March 28, 2024).
4.10	Certificate of Designation of Beneficient Series B-5 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on January 6, 2025).
4.11	Certificate of Designation of Beneficient Series B-6 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on April 7, 2025).
4.12	Certificate of Designation of Beneficient Series B-7 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on April 25, 2025).
4.13	Certificate of Designation of Beneficient Series B-8 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on June 25, 2025).
4.14	Certificate of Designation of Beneficient Series B-9 Resettable Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on January 8, 2026).
4.15	Certificate of Designation of Beneficient Series B-10 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on April 10, 2026).
4.16	Certificate of Designation of Beneficient Series B-11 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on July 13, 2026).
4.17	Bylaws of Beneficient (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on June 8, 2023).
4.18	Beneficient 2023 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on June 8, 2023).
4.19	First Amendment to the Beneficient 2023 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-41715) filed with the Securities and Exchange Commission on March 30, 2026).
5.1*	Opinion of Haynes and Boone, LLP.
23.1*	Consent of Weaver & Tidwell LLP, independent registered accounting firm for Beneficient.
23.2*	Consent of Haynes and Boone, LLP (included in Exhibit 5.1).
24*	Power of Attorney
107.1*	Filing Fee Table.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Dallas, Texas, on the 7th day of August, 2026.

BENEFICIENT

By:	*/s/ James G. Silk*
Name:	James G. Silk
Title:	Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints James G. Silk or Gregory W. Ezell, each with full power to act alone, as his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities, to execute any and all amendments (including post-effective amendments) to this Registration Statement, including, without limitation, additional registration statements filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-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 and about the premises in order to effectuate the same, as fully and to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitute or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James G. Silk James G. Silk	Chief Executive Officer (Principal Executive Officer)	August 7, 2026
/s/ Gregory W. Ezell Gregory W. Ezell	Chief Financial Officer (Principal Financial and Accounting Officer)	August 7, 2026
/s/ Peter T. Cangany, Jr. Peter T. Cangany, Jr.	Chairman of the Board and Director	August 7, 2026
/s/ Patrick J. Donegan Patrick J. Donegan	Director	August 7, 2026
/s/ Derek L. Fletcher Derek L. Fletcher	Chief Fiduciary Officer and Director	August 7, 2026
/s/ Mack Hicks Mack Hicks	Director	August 7, 2026
/s/ Bruce W. Schnitzer Bruce W. Schnitzer	Director	August 7, 2026
/s/ Karen J. Wendel Karen J. Wendel	Director	August 7, 2026

HAYNES BOONE

August 7, 2026

Beneficient
325 N. Saint Paul Street, Suite 4850
Dallas, Texas 75201
Re: Beneficient Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Beneficient, a Nevada corporation (the "Company"), with respect to certain legal matters in connection with the preparation of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), filed with the Securities and Exchange Commission on the date hereof. The Registration Statement relates to the registration of 4,597,172 shares (the "Shares") of the Company's Class A common stock, $0.001 par value per share (the "Common Stock"), reserved for issuance under the Beneficient 2023 Long-Term Incentive Plan, as amended by that certain First Amendment to the Beneficient 2023 Long-Term Incentive Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

The opinion expressed herein is limited exclusively to the laws of the state of Nevada, as currently in effect, and we have not considered, and express no opinion on, any other laws.

In rendering the opinion set forth herein, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Articles of Incorporation of the Company and the Bylaws of the Company; (ii) certain resolutions of the board of directors of the Company related to the Plan; (iii) the Plan; (iv) the Registration Statement and all exhibits thereto; (v) the specimen Common Stock certificate; (vi) a certificate executed by an officer of the Company, dated as of the date hereof; and (vii) such other records, documents and instruments as we considered appropriate for purposes of the opinion stated herein.

In making the foregoing examinations, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents submitted to us as certified, conformed or photostatic copies thereof and the authenticity of the originals of such latter documents. As to all questions of fact material to the opinion stated herein, we have, without independent third-party verification of their accuracy, relied in part, to the extent we deemed reasonably necessary or appropriate, upon the representations and warranties of the Company contained in such documents, records, certificates, instruments or representations furnished or made available to us by the Company.

In rendering the opinion set forth below, we have assumed that, at the time of the issuance of the Shares, (i) the resolutions referred to above will not have been modified or rescinded; (ii) there will not have occurred any change in the law affecting the authorization, execution, delivery, validity or fully paid status of the Common Stock; and (iii) the Company will receive consideration for the issuance of the Shares that is at least equal to the par value of the Common Stock.

Based on the foregoing, and subject to the assumptions, qualifications, limitations, and exceptions set forth herein, we are of the opinion that upon the issuance of the Shares in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to all references to us in the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder. This opinion is given as of the date hereof and we assume no obligation to update or supplement such opinion after the date hereof to reflect any facts or circumstances that may thereafter come to our attention or any changes that may thereafter occur.

Very truly yours,

/s/ Haynes and Boone, LLP
HAYNES AND BOONE, LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Beneficient's Registration Statement on Form S-8 of our report dated June 29, 2026 on our audits of the consolidated financial statements of Beneficient as of March 31, 2026 and 2025 and for each of the years then ended appearing in Beneficient's Annual Report on Form 10-K for the year ended March 31, 2026, which includes an explanatory paragraph regarding substantial doubt about Beneficient's ability to continue as a going concern.

We also consent to the reference to our firm under the heading "Experts" in this Registration Statement.

/s/ WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
August 7, 2026

Calculation of Filing Fee Tables

S-8

Beneficient

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Class A Common Stock	Other	4,597,172	$ 3.01	$ 13,837,487.72	0.0001381	$ 1,910.96
				Total Offering Amounts:		$ 13,837,487.72		$ 1,910.96
				Total Fee Offsets:				$ 1,910.96
				Net Fee Due:				$ 0.00

Offering Note

1

This Registration Statement on Form S-8 (the "Registration Statement") covers (i) shares of Class A common stock, $0.001 par value per share (the "Class A Common Stock"), of Beneficient (the "Registrant") authorized for issuance under the Beneficient 2023 Long-Term Incentive Plan (the "Plan") and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional shares of Class A Common Stock that may become issuable under the Plan by reason of any stock dividend, stock split or other similar transaction. (2) Includes (i) 4,179,247 shares of the Registrant's Class A Common Stock that are reserved and available for issuance as a result of the First Amendment to the Plan and (ii) 417,925 shares of Class A Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share recycling provision of the Plan. See Explanatory Note. (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act, based on the average of the high ($3.15) and low ($2.87) prices of the shares of Class A Common Stock on The Nasdaq Capital Market on August 6, 2026, 2026 (such date being within five business days of the date that this registration statement was first filed with the Securities and Exchange Commission).

Table 2: Fee Offset Claims and Sources ☐Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
						Rule 457(p)						
Fee Offset Claims	1	Beneficient	S-1	333-292387	12/23/2025		$ 1,910.96	Equity	Class A common stock	70,764,778	$ 283,349,247.59	
Fee Offset Sources	2	Beneficient	S-1	333-292387		12/23/2025						$ 1,910.96

Rule 457(p) Statement of Withdrawal, Termination, or Completion:

1

The Registrant previously filed a Registration Statement on Form S-1 with the Securities and Exchange Commission on December 23, 2025 (File No. 333-292387) (the "Prior Registration Statement"), that registered an aggregate of 71,017,840 shares of Class A common stock, 70,764,778 of which remain unsold (the "Unsold Securities") (as adjusted for stock splits). The Registrant hereby confirms that the Prior Registration Statement has been terminated.

Offset Note

2

The Registrant expects to offset the registration fee due hereunder by an amount of fees that was previously paid with respect to the Unsold Securities covered by the Prior Registration Statement pursuant to Rule 457(p) under the Securities Act. The fee previously paid for the Unsold Securities covered by the Prior Registration Statement was pursuant to Rule 457(p) under the Securities Act, and the Registrant hereby offsets the total registration fee due under this Registration Statement of $1,910.96 from the fees previously paid in connection with the Unsold Securities covered by the Prior Registration Statement.
