
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

LOCAL BOUNTI CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1584830
(I.R.S. Employer
Identification No.)

**490 Foley Lane
Hamilton, MT 59840**
(Address of Principal Executive Offices) (Zip Code)

Local Bounti Corporation 2021 Equity Incentive Plan
(Full title of the plans)

Kathleen Valiassek
President, Chief Executive Officer and Chief Financial Officer
490 Foley Lane
Hamilton, MT 59840
(800) 640-4016

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Albert W. Vanderlaan, Esq.
Orrick Herrington & Sutcliffe LLP
222 Berkeley Street
Suite 2000
Boston, MA 02116
(617) 880-1800

Margaret McCandless
General Counsel
Local Bounti Corporation
490 Foley Lane
Hamilton, MT 59840
(800) 640-4016

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

Pursuant to General Instruction E of Form S-8, Local Bounti Corporation (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register an additional 2,473,042 shares of Common Stock, par value \$0.0001 per share (the “Common Stock”), under the Local Bounti Corporation 2021 Equity Incentive Plan, as amended (the “2021 Plan”), following the amendment to the 2021 Plan to increase the number of shares issuable under the 2021 Plan that was approved by the Registrant’s stockholders on, and which became effective as of, June 11, 2025. This Registration Statement hereby incorporates by reference the contents of the Registrant’s (i) registration statement on [Form S-8](#) (File No. 333-262325) filed with the Commission on January 24, 2022, (ii) registration statement on [Form S-8](#) (File No. 333-271058) filed with the Commission on March 31, 2023, (iii) registration statement on [Form S-8](#) (File No. 333-278356) filed with the Commission on March 28, 2024, (iv) registration statement on [Form S-8](#) (File No. 333-280232) filed with the Commission on June 14, 2024, and (v) registration statement on [Form S-8](#) (File No. 333-286283) filed with the Commission on March 31, 2025.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1*	Opinion of Orrick, Herrington & Sutcliffe LLP.
23.1*	Consent of WithumSmith+Brown, PC, independent registered public accounting firm.
23.2*	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included in the signature page to this Registration Statement).
99.1	Local Bounti Corporation 2021 Equity Incentive Plan (and related forms of award agreements) (incorporated by reference to Exhibit 10.7 to the Registrant’s Form 8-K, filed with the Commission on November 24, 2021).
99.2	Amendment to Local Bounti Corporation 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Form 8-K, filed with the Commission on June 14, 2024).
99.3*	Amendment to Local Bounti Corporation 2021 Equity Incentive Plan.
107*	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 Hamilton, State of Montana, on June 13, 2025.

Local Bounti Corporation

By:	<u>/s/ Kathleen Valiassek</u>
Name:	Kathleen Valiassek
Title:	President, Chief Executive Officer and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Kathleen Valiassek and Margaret McCandless, and each or any of them, such individual's true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for such individual and in such individual's 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 all other documents in connection therewith, with the 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 such individual might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in one or more counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

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:

Name	Title	Date
<u>/s/ Kathleen Valiassek</u> Kathleen Valiassek	President, Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Financial and Accounting Officer)	June 13, 2025
<u>/s/ Pamela Brewster</u> Pamela Brewster	Director	June 13, 2025
<u>/s/ Craig M. Hurlbert</u> Craig M. Hurlbert	Director	June 13, 2025
<u>/s/ Travis M. Joyner</u> Travis M. Joyner	Director	June 13, 2025
<u>/s/ Michael Molnar</u> Michael Molnar	Director	June 13, 2025
<u>/s/ Mark J. Nelson</u> Mark J. Nelson	Director	June 13, 2025
<u>/s/ Matthew Nordby</u> Matthew Nordby	Director	June 13, 2025
<u>/s/ Charles R. Schwab, Jr.</u> Charles R. Schwab, Jr.	Director	June 13, 2025

Calculation of Filing Fee Tables

Form S-8
(Form Type)Local Bounti Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other	2,473,042 (2)	\$1.97 (3)	\$4,871,892.74	\$153.10 per million	\$745.89
Total Offering Amounts					\$4,871,892.74		\$745.89
Total Fee Offsets							—
Net Fee Due							\$745.89

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover any additional shares of the common stock, \$0.0001 par value per share (the “Common Stock”), of Local Bounti Corporation (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 of Common Stock.
- (2) Represents additional shares of Common Stock reserved for issuance under the 2021 Equity Incentive Plan, as amended, following the amendment to the 2021 Equity Incentive Plan that was approved by the Registrant’s stockholders on, and which became effective as of, June 11, 2025.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$1.97 was computed by averaging the high and low prices of a share of the Registrant’s Common Stock as reported on the New York Stock Exchange on June 6, 2025.



Orrick, Herrington & Sutcliffe LLP
222 Berkeley St. Suite 2000
Boston, MA 02116
+1-617-880-1800
orrick.com

June 13, 2025

Local Bounti Corporation
490 Foley Lane
Hamilton, MT 59840

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Local Bounti Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 2,473,042 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), reserved for issuance pursuant to the Company's 2021 Equity Incentive Plan, as amended (the "Plan"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plan.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Certificate of Incorporation, as amended, (ii) the Company's Bylaws, (iii) the Plan, and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plan have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.



June 13, 2025
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The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included 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/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 31, 2025, relating to the consolidated financial statements of Local Bounty Corporation, included in the Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ WithumSmith+Brown, PC

Whippany, New Jersey
June 13, 2025

**Amendment to the
Local Bounti Corporation
2021 Equity Incentive Plan**

This Amendment (this “Amendment”) to the Local Bounti Corporation 2021 Equity Incentive Plan (the “Plan”) is dated as of June 11, 2025.

WHEREAS, pursuant to Section 23(a) of the Plan, the Administrator has the authority to amend the Plan, subject to the extent necessary and desirable to comply with Applicable Laws; and

WHEREAS, the Board deems it advisable and in the best interests of Local Bounti and its stockholders to amend the Plan to increase the number of shares for which awards may be granted under the Plan by an additional 2,473,042 shares.

NOW THEREFORE, it is hereby acknowledged and agreed that:

1 *Defined Terms.* Capitalized terms used herein, but not otherwise defined herein, have their respective meanings ascribed to them in the Plan.

2 *Amendment.* Section 3(a) of the Plan shall be, and is, hereby amended and restated in its entirety as follows:

Stock Subject to the Plan. Subject to the provisions of Sections 3(b) and 16 of the Plan, the maximum aggregate number of Shares that may be issued under the Plan is 3,912,422 Shares. The Shares may be authorized, but unissued, or reacquired Common Stock. Notwithstanding the foregoing, subject to the provisions of Section 16 below, in no event shall the maximum aggregate number of Shares that may be issued under the Plan pursuant to Incentive Stock Options exceed the number set forth in this Section 3(a) plus, to the extent allowable under Section 422 of the Code and the regulations promulgated thereunder, any Shares that again become available for issuance pursuant to Sections 3(b) and 3(c).

3 *Reference to and Effect on the Plan.* Except as specifically amended hereby, the Plan shall remain in full force and effect and otherwise unmodified. All references in the Plan to the “Plan” shall mean the Plan as amended hereby.

4 *Effectiveness.* This Amendment is effective as of the date first written above.

* * *