

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

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

**UPBOUND GROUP, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

45-0491516  
(IRS Employer Identification Number)

5501 Headquarters Drive  
Plano, Texas 75024  
(Address, including zip code, of principal executive offices)

Upbound Group, Inc. Amended 2021 Long-Term Incentive Plan  
(Full Title of the Plan)

Bryan Pechersky  
Executive Vice President – General Counsel and Corporate Secretary  
5501 Headquarters Drive  
Plano, Texas 75024  
(972) 801-1100  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*

Alison S. Ressler  
Sullivan & Cromwell LLP  
1888 Century Park East  
Los Angeles, California 90067-1725

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.

**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Upbound Group, Inc. (the "Company") is filing this Registration Statement on Form S-8 (the "Registration Statement") with the U.S. Securities and Exchange Commission (the "Commission") to register 4,287,000 additional shares of the Company's common stock, par value \$0.01 per share, for issuance under the Company's 2021 Long-Term Incentive Plan (the "2021 Plan"), pursuant to an amendment to the 2021 Plan increasing the number of shares reserved for issuance thereunder by 4,287,000, effective as of June 6, 2023. This Registration Statement hereby incorporates by reference the contents of the Company's registration statement on [Form S-8 filed with the Commission on June 9, 2021](#) (Registration No. 333-256927). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents filed by the Company with 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 into this Registration Statement by reference:

- (a) [The Company's Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on February 24, 2023;](#)
- (b) [The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the Commission on May 4, 2023;](#)
- (c) The Company's Current Reports on Form 8-K, filed with the Commission on [January 30, 2023](#), [February 23, 2023](#) and [June 6, 2023](#) (excluding any information furnished in such reports under Item 2.02, Item 7.01 or Item 9.01);
- (d) [The Company's Proxy Statement on Schedule 14A for the Company's Annual Meeting of Shareholders, filed with the Commission on April 25, 2023; and](#)
- (e) [The description of the Company's common stock, par value \\$0.01, contained as Exhibit 4.3 in the Company's Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Commission on March 1, 2021.](#)

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment 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 in this Registration Statement and to be a part hereof from the date of filing of such documents, provided, however, that the Company is not incorporating by reference any information in these documents or filings that is deemed "furnished" to and not filed with the Commission.

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 which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits.**

The list of exhibits is set forth under "Exhibit Index" at the end of this Registration Statement and is incorporated by reference herein.

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Certificate of Incorporation of the registrant, as amended (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K dated as of December 31, 2002).</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Certificate of Amendment to the Certificate of Incorporation of the registrant, dated May 19, 2004 (incorporated herein by reference to Exhibit 3.2 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).</u></a>
<a href="#"><u>4.3</u></a>	<a href="#"><u>Certificate of Amendment to the Certificate of Incorporation of the registrant, dated June 8, 2021 (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K dated as of June 9, 2021).</u></a>
<a href="#"><u>4.4</u></a>	<a href="#"><u>Certificate of Amendment to the Certificate of Incorporation of the registrant, dated February 21, 2023 (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K dated as of February 23, 2023).</u></a>
<a href="#"><u>4.5</u></a>	<a href="#"><u>Amended and Restated Bylaws of the registrant (incorporated herein by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K dated as of February 23, 2023).</u></a>
<a href="#"><u>4.6*</u></a>	<a href="#"><u>Form of Certificate evidencing Common Stock.</u></a>
<a href="#"><u>4.7</u></a>	<a href="#"><u>Upbound Group, Inc. Amended 2021 Long-Term Incentive Plan, dated June 6, 2023 (incorporated herein by reference to Annex A of the registrant's Proxy Statement on Schedule 14A dated as of April 25, 2023).</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Sullivan &amp; Cromwell LLP.</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of Sullivan &amp; Cromwell LLP (included as part of Exhibit 5.1).</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of Ernst &amp; Young LLP.</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Power of Attorney (set forth on the signature page to this Registration Statement).</u></a>
<a href="#"><u>107*</u></a>	<a href="#"><u>Filing Fee Table.</u></a>

\*Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company 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 Plano, State of Texas, on the 7th day of June 2023.

**UPBOUND GROUP, INC.**

By: /s/ Bryan Pechersky

Name: Bryan Pechersky

Title: Executive Vice President – General Counsel and Corporate Secretary

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS** that each individual whose signature appears below constitutes and appoints Bryan Pechersky, Executive Vice President – General Counsel and Corporate Secretary, and Fahmi Karam, Executive Vice President – Chief Financial Officer, and each of them, any of whom may act without the joinder of the other, as their true and lawful attorneys-in-fact and agents, 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 all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents 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, 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 his or her substitute, 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 indicated capacities on June 7, 2023.

<u>Signature</u>	<u>Title</u>
<u>/s/ Mitchell Fadel</u> Mitchell Fadel	Director & Chief Executive Officer (Principal Executive Officer)
<u>/s/ Fahmi Karam</u> Fahmi Karam	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Jeffrey Brown</u> Jeffrey Brown	Chairman of the Board
<u>/s/ Christopher Hetrick</u> Christopher Hetrick	Director
<u>/s/ Harold Lewis</u> Harold Lewis	Director
<u>/s/ Glenn Marino</u> Glenn Marino	Director
<u>/s/ Carol McFate</u> Carol McFate	Director
<u>/s/ Jen You</u> Jen You	Director

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ZQ|CERT#|COY|CLS|RGSTRY|ACCT#|TRANSTYPE|RUN#|TRANS#

COMMON STOCK  
PAR VALUE \$0.01

COMMON STOCK

**upbound**

Certificate Number  
**ZQ00000000**

Shares  
\*\*\*\*\*000000\*\*\*\*\*

**upbound**

UPBOUND GROUP, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP 76009N 10 0

THIS CERTIFIES THAT

**MR. SAMPLE & MRS. SAMPLE & MRS. SAMPLE**

is the owner of

**ZERO HUNDRED THOUSAND ZERO HUNDRED AND ZERO**

THIS CERTIFICATE IS TRANSFERABLE IN CITIES DESIGNATED BY THE TRANSFER AGENT, AVAILABLE ONLINE AT [www.computershare.com](http://www.computershare.com)

FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK OF THE PAR VALUE OF \$.01 PER SHARE OF

Upbound Group, Inc. transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be held subject to all the provisions of the Corporation's Restated Certificate of Incorporation and any amendments thereof, copies of which are on file in the office of the Transfer Agent, to all of which the holder by acceptance hereof assents. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused the facsimile signatures of its duly authorized officers and its facsimile seal to be hereunto affixed.

*M. Saleh*  
Chief Executive Officer



*Beyza Kelly*  
EVP, Secretary and General Counsel

DATED DD-MMM-YYYY

COUNTERSIGNED AND REGISTERED:  
COMPUTERSHARE INC.  
TRANSFER AGENT AND REGISTRAR,

By \_\_\_\_\_ AUTHORIZED SIGNATURE

PO BOX 4894, Providence, RI 02940-3004

MR. SAMPLE  
DESIGNATION (IF ANY)  
ADD 1  
ADD 2  
ADD 3  
ADD 4

CUSIP/IDENTIFIER	Holder ID	Insurance Value	Number of Shares	DTC
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	12345678
1234567890	1234567890		1	1
1234567890	1234567890		2	2
1234567890	1234567890		3	3
1234567890	1234567890		4	4
1234567890	1234567890		5	5
1234567890	1234567890		6	6
<b>Total Transaction</b>			<b>7</b>	<b>7</b>

1234567

UPBOUND GROUP, INC.

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL AND OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT	.....Custodian .....
		(State) (Minor)
TEN ENT - as tenants by the entireties		under Uniform Gifts to Minors Act .....
		(State)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACT	.....Custodian (until age .....) .....
		(State) (Minor) (State)

Additional abbreviations may also be used though not in the above list.

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto \_\_\_\_\_

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_ Shares of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney

to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated: \_\_\_\_\_ 20\_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp  
 THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Bank, Brokerage, Savings and Loan Association and Credit Union) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 174A-15.

SECURITY INSTRUCTIONS

THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that the named transfer agent ("we") report the cost basis of certain shares or units acquired after January 1, 2011. If your shares or units are covered by the legislation, and you requested to sell or transfer the shares or units using a specific cost basis calculation method, then we have processed as you requested. If you did not specify a cost basis calculation method, then we have defaulted to the first in, first out (FIFO) method. Please consult your tax advisor if you need additional information about cost basis.

If you do not keep in contact with the issuer or do not have any activity in your account for the time period specified by state law, your property may become subject to state unclaimed property laws and transferred to the appropriate state.

1534291

[Letterhead of Sullivan & Cromwell LLP]

June 7, 2023

Upbound Group, Inc.,  
5501 Headquarters Drive,  
Plano, Texas 75024.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the "Act") of 4,287,000 shares of common stock, par value \$0.01 per share (the "Securities"), of Upbound Group, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended 2021 Long-Term Incentive Plan (the "Plan"), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, it is our opinion that when the registration statement relating to the Securities (the "Registration Statement") has become effective under the Act, the terms of the issuance of the Securities have been duly established in conformity with the Company's certificate of incorporation, as amended, and the Plan so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding on the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and the Securities have been duly issued and sold as contemplated by the Registration Statement and the Plan, the Securities will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in any registration statement or any related prospectus or other offering material relating to the offer and sale of the Securities.

The foregoing opinion is limited to the Federal laws of the United States and the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

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We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8), pertaining to the registration of 4,287,000 additional shares of Upbound Group, Inc.'s common stock under the Amended 2021 Long-Term Incentive Plan, of our reports dated February 24, 2023, with respect to the consolidated financial statements of Upbound Group, Inc. and the effectiveness of internal control over financial reporting of Upbound Group, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Dallas, Texas

June 6, 2023

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## Calculation of Filing Fee Tables

Form S-8  
(Form Type)

Upbound Group, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(3)</sup>	Maximum Aggregate Offering Price <sup>(3)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value	Other	4,287,000 <sup>(2)</sup>	\$30.29	\$129,853,230	0.0001102	\$14,309.83
<b>Total Offering Amounts</b>					\$129,853,230		\$14,309.83
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$14,309.83

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, \$0.01 par value (the “Common Stock”) of Upbound Group, Inc. which may become issuable under the plans listed in footnote 2 below by reason of any stock split, stock dividend, recapitalization, or other similar transaction effected without consideration which results in the increase in the number of outstanding shares of Common Stock.

(2) Represents shares of Common Stock issuable under the Upbound Group, Inc. Amended 2021 Long-Term Incentive Plan.

(3) Estimated solely for purpose of calculating the registration fee. Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share and proposed maximum aggregate offering price are based on the reported average of the high and low prices of Common Stock as reported on Nasdaq Global Select Market on May 31, 2023.