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

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

SPRINGBIG HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

88-2789488

(I.R.S Employer Identification No.)

**621 NW 53rd Street, Ste. 260
Boca Raton, Florida, 33487**

(Address of principal executive offices, including zip code)

SpringBig Holdings, Inc. 2022 Amended and Restated Long-Term Incentive Plan

(Full title of the plan)

**Jeffrey Harris
Chief Executive Officer
621 NW 53rd Street
Suite 260
Boca Raton, Florida 33487**

(800) 772-9172
(Telephone number, including area code)

Copies to:

**William E. Doran
Aslam A. Rawoof
Benesch, Friedlander, Coplan & Aronoff LLP
71 South Wacker Drive, Suite 1600
Chicago, Illinois 60606**

(Name and address of agent for service)

(312) 212-4949
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or 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	<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

At the 2023 annual meeting of stockholders of SpringBig Holdings, Inc. (“**SpringBig**” or the “**Registrant**”), SpringBig’s stockholders approved the SpringBig Holdings, Inc. 2022 Amended and Restated Long-Term Incentive Plan (the “**Plan**”), which provides for grants of equity awards to designated officers, employees, non-employee directors and consultants of the Registrant. The number of shares of the Registrant’s common stock, \$0.0001 par value (the “**Shares**”) which may be granted under the Plan has changed by adding an automatic annual increase in the number of shares authorized for issuance of up to 5% of the number of Shares issued and outstanding on December 31 of the immediately preceding calendar year, beginning with the fiscal year ending December 31, 2023; provided that the annual increase with respect to the fiscal year ending December 31, 2023, which is 1,332,986 Shares, took effect June 14, 2023, which was the first business day following the date of stockholder approval of the proposal with respect to such addition. Previously, 1,525,175 Shares were authorized for issuance under the SpringBig Holdings, Inc. 2022 Long-Term Incentive Plan. This Registration Statement on Form S-8 relates to the additional 1,332,986 Shares authorized for issuance under the Plan, as well as an additional 1,347,042 Shares expected to be authorized under the plan for the annual increase with respect to the fiscal year ending December 31, 2024, assuming that the number of Shares issued and outstanding on December 31 of the calendar year immediately preceding such fiscal year ending date is 26,940,841, which was the number of Shares outstanding as of May 3, 2023, as reported in the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, as filed on May 4, 2023.

Pursuant to General Instruction E on Form S-8, the contents of the Registration Statement on Form S-8 with respect to the SpringBig Holdings, Inc. 2022 Long-Term Incentive Plan (Registration No. 333-267011), filed with the Securities and Exchange Commission (the “**Commission**”) on August 22, 2022, including the information contained therein, are hereby incorporated by reference to this Registration Statement on Form S-8 (the “**Registration Statement**”), except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Items 1 and 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”), and the introductory note to Part I of Form S-8. The documents containing the information specified in this Part I will be delivered to the participants in the Plan covered by this Registration Statement as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission, are incorporated by reference into this Registration Statement:

- (i) The Registrant’s Annual Report on Form 10-K (File No. 001-40049) for the fiscal year ended December 31, 2022, filed with the Commission on March 28, 2023, and all material incorporated by reference therein, including the description of the Shares contained in Exhibit 4.4 thereto and all amendments or reports filed for the purpose of updating such description, and certain portions of the Registrant’s Definitive Proxy Statement for its 2023 Annual Meeting of Shareholders filed on April 28, 2023;
- (ii) The Registrant’s Quarterly Report on Form 10-Q (File No. 001-40049) for the fiscal quarter ended March 31, 2023, filed with the Commission on May 4, 2023; and

- (iii) The Registrant's Current Reports on Form 8-K (File Nos. 001-40049), filed with the Commission on March 13, 2023, May 9, 2023, May 25, 2023, May 26, 2023, June 1, 2023, and June 14, 2023 (excluding any portions of such reports deemed to have been furnished under Item 2.02 or Item 7.01 and any exhibits included with such Items).

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in the documents incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified, superseded, or replaced for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference in this Registration Statement modifies, supersedes, or replaces such statement. Any such statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 5. Interests of Named Experts and Counsel.

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 6. Indemnification of Directors and Officers.

The Registrant is governed by the Delaware General Corporation Law, as the same exists or may hereafter be amended (the "**DGCL**"). Section 145(a) of the DGCL empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in

defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders or monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

Additionally, the Registrant's charter limits the liability of its directors to the fullest extent permitted by the DGCL, and the Registrant's bylaws provide that it will indemnify its directors to the fullest extent permitted by such law. The Registrant expects to enter into agreements to indemnify its directors, executive officers and other employees as determined by its board of directors. The Registrant's charter requires it to indemnify and advance expenses to each of its directors and officers, to the fullest extent permitted by the laws of the state of Delaware, if the basis of the indemnitee's involvement was by reason of the fact that the indemnitee is or was a director or officer of the Registrant or was serving at the Registrant's request in an official capacity for another entity. Such obligations would require indemnification of the Registrant's officers and directors against all reasonable fees, expenses, charges and other costs of any type or nature whatsoever, including any and all expenses and obligations paid or incurred in connection with investigating, defending, being a witness in, participating in (including on appeal), or preparing to defend, be a witness or participate in any completed, actual, pending or threatened action, suit, claim or proceeding, whether civil, criminal, administrative or investigative, or establishing or enforcing a right to indemnification under the indemnification agreement. Any claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Section 145(g) of the DGCL provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the DGCL.

Item 7. Exemption from Registration Claimed.

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 8. Exhibits.

Exhibit No.	Description
3.1	Certificate of Incorporation of SpringBig Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed with the Commission on March 28, 2023).
3.2	By-Laws of SpringBig (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed with the Commission on March 28, 2023).
5.1*	Opinion of Benesch, Friedlander, Coplan & Aronoff.
23.1*	Consent of Marcum LLP, Independent Registered Public Accounting Firm of SpringBig Holdings, Inc.
24.1*	Power of Attorney (included on signature page).
99.1	SpringBig Holdings, Inc. 2022 Amended and Restated Long-Term Incentive Plan (incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 28, 2023).
99.2	Form of Restricted Stock Unit Agreement (incorporated by reference to the Registrant's Registration Statement on Form S-8, filed with the Commission on August 22, 2022).
107*	Filing Fee Table

*Filed herewith

Item 9. Undertakings.

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on this 22nd day of June, 2023.

SPRINGBIG HOLDINGS, INC.

By: /s/ Jeffrey Harris
Name: Jeffrey Harris
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jeffrey Harris and Paul Sykes, and each of them, as his true and lawful agents, proxies and attorneys-in-fact, 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 to this Registration Statement (including post-effective amendments), 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 his or their substitute or substitutes, 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.

Signature	Title	Date
<u>/s/ Jeffrey Harris</u> Jeffrey Harris	Chief Executive Officer and Director (Principal Executive Officer)	June 22, 2023
<u>/s/ Paul Sykes</u> Paul Sykes	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 22, 2023
<u>/s/ Steven Bernstein</u> Steven Bernstein	Director	June 22, 2023
<u>/s/ Patricia Glassford</u> Patricia Glassford	Director	June 22, 2023
<u>/s/ Amanda Lannert</u> Amanda Lannert	Director	June 22, 2023
<u>/s/ Phil Schwarz</u> Phil Schwarz	Director	June 22, 2023
<u>/s/ Sergey Sherman</u> Sergey Sherman	Director	June 22, 2023

/s/ Jon Trauben
Jon Trauben

Director

June 22, 2023



71 South Wacker Drive, Suite 1600
Chicago, Illinois 60606-4637

June 22, 2023

SpringBig Holdings, Inc.
621 NW 53rd St.
Suite 260
Boca Raton, Florida 33487

Ladies and Gentlemen:

We have acted as special counsel to SpringBig Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of the Company relating to the registration of the offer and sale of up to 2,680,028 shares of common stock, par value \$0.0001 per share (the "Shares"), issuable pursuant to the terms and in the manner set forth in the SpringBig Holdings, Inc. 2022 Amended and Restated Long-Term Incentive Plan (the "Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Act").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement, to be filed with the Securities and Exchange Commission (the "Commission") under the Act; (ii) the Certificate of Incorporation of the Company, as currently in effect; (iii) the By-Laws of the Company, as currently in effect; (iv) the Plan; (v) resolutions of the board of directors of the Company relating to, among other things, the approval of the Plan, the reservation for issuance of the Shares issuable thereunder and the filing of the Registration Statement; and (vi) a certificate of the inspector of elections certifying as to approval of the Plan by the shareholders of the Company at that certain annual meeting of shareholders held on June 13, 2023. We have also examined such other documents as we have deemed 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 certified or photostatic copies, and the authenticity of the originals of such latter documents. We have also assumed that the Company's Board of Directors, or a duly authorized committee thereof, will have approved the issuance of each award under the Plan prior to the issuance thereof. As to any facts material to this opinion that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized by the requisite corporate action on the part of the Company and, when issued, paid for, and delivered pursuant to the terms and in the manner set forth in the Plan, and assuming that the Shares remain duly reserved for issuance within the limits of the Plan then remaining authorized but unissued, will be validly issued, fully paid, and nonassessable.

www.beneschlaw.com

The foregoing opinion is based upon and limited to the General Corporation Law of the State of Delaware (including the statutory provisions, the applicable provisions of the Delaware Constitution, and reported judicial decisions interpreting the foregoing). We express no opinion herein as to any other laws, statutes, regulations, or ordinances. This opinion is given as of the date hereof and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes that may hereafter occur. This opinion is being furnished solely for the Company's benefit in connection with the offer, sale, and issuance of the Shares and is not to be used, quoted or otherwise referred to for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not concede that we are experts within the meaning of the Act or the rules and regulations thereunder or that this consent is required by Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Benesch, Friedlander, Coplan & Aronoff LLP
BENESCH, FRIEDLANDER,
COPLAN & ARONOFF LLP

Independent Registered Public Accounting Firm's Consent

We consent to the incorporation by reference in this Registration Statement of SpringBig Holdings, Inc. on Form S-8 of our report dated March 28, 2023, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of SpringBig Holdings, Inc. as of December 31, 2022 and 2021 and for the years ended December 31, 2022 and 2021 appearing in the Annual Report on Form 10-K of SpringBig Holdings, Inc. for the year ended December 31, 2022.

Our report on the consolidated financial statements refers to a change in the method of accounting for leases due to the adoption of ASU No. 2016-02, Leases (Topic 842), as amended, effective January 1, 2022, using the modified retrospective method.

/s/ Marcum LLP

Marcum LLP
Fort Lauderdale, Florida
June 22, 2023

Calculation of Filing Fee Table

Form S-8 (Form Type)

SpringBig Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee(3)
Equity	Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	2,680,028 (2)	\$0.47	\$1,259,613.16	\$0.0001102	\$138.81
Total Offering Amounts							\$ 138.81
Total Fee Offsets							
Net Fees Due							\$ 138.81

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the plans described herein in the event of a stock dividend, stock split, reverse stock split, extraordinary dividend, extraordinary distribution, recapitalization, reorganization, merger, combination, consolidation, split-up, spin-off, combination, exchange of shares, rights offering, separation, reorganization, liquidation or similar event.

(2) Represents additional shares of the registrant's common stock reserved for issuance under the SpringBig Holdings, Inc. 2022 Amended and Restated Long-Term Incentive Plan (the "Incentive Plan") pursuant to the provisions of the Incentive Plan that provide for an automatic annual increase in the number of shares reserved for issuance under the Incentive Plan. To the extent that awards outstanding under the Incentive Plan are forfeited, cancelled, surrendered or terminated without issuance of shares, the shares of common stock subject to such awards will be available for future issuance under the Incentive Plan.

(3) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of the registrant's common stock as reported on The Nasdaq Capital Market on June 21, 2023, which date is within five business days prior to the filing of this registration statement.