

As filed with the Securities and Exchange Commission on June 30, 2023

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

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

STRYVE FOODS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

**Post Office Box 864
Frisco, TX 75034**
(Address of principal executive offices)

87-1760117
(I.R.S. Employer
Identification No.)

75034
(Zip Code)

Amended and Restated Stryve Foods, Inc. 2021 Omnibus Incentive Plan
(Full title of the plan)

Norma Garcia
Post Office Box 864
Frisco, TX 75034
Telephone: (972) 987-5130
(Name, address and telephone number, including
area code, of agent for service)

Copy to:
John J. Wolfel, Esq.
Chris Babcock, Esq.
Foley & Lardner LLP
One Independent Drive, Suite 1300
Jacksonville, Florida 32202
(904) 359-2000

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
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.

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

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a Registration Statement on this form relating to an employee benefit plan is effective. Pursuant to Instruction E of Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statements previously filed with respect to the Company's 2021 Omnibus Incentive Plan on Form S-8 (Registration No. 333-259696).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission by Stryve Foods, Inc. (the "Company") are hereby incorporated herein by reference:

- (a) our annual report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the SEC on April 17, 2023.
- (b) our quarterly report on [Form 10-Q](#) for the three months ended March 31, 2023, filed with the SEC on May 15, 2023.
- (c) our current reports on Form 8-K filed with the SEC on [February 2, 2023](#), [April 21, 2023](#), and [June 9, 2023](#).
- (d) our definitive [proxy](#) filed with the SEC on May 2, 2023; and.
- (e) the description of the common stock contained in our registration statement on Form 8-A (File No. 001-38785), filed with the SEC on January 23, 2019, pursuant to Section 12 of the Exchange Act, as updated by [Exhibit 4.5](#) of our annual report on Form 10-K for the fiscal year ended December 31, 2022, filed on April 17, 2023.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of filing of this Registration Statement and prior to such time as the Company files a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that 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.

Item 8. Exhibits.

Exhibit Number	Description
4.1	First Amended and Restated Certificate of Incorporation. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Commission on July 26, 2021).
4.2	Bylaws (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the Commission on July 26, 2021).
4.3	Stryve Foods, Inc. Amended and Restated 2021 Omnibus Incentive Plan (incorporated by reference to Appendix B to the Definitive Revised Proxy Statement filed on May 2, 2023).
5.1	Opinion of Foley & Lardner LLP.
23.1	Consent of Marcum LLP.
23.2	Consent of Foley & Lardner LLP (contained in Exhibit 5.1 hereto).
24.1	Power of Attorney (included on the signature page hereto).
107	Filing Fee Exhibit

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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 Plano, Texas, as of the 30th day of June 30, 2023.

Stryve Foods, Inc.

By: /s/ Christopher Boever
 Christopher Boever
 Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated as of the 30th day of June, 2023. Each person whose signature appears below constitutes and appoints Christopher Boever and Norma Garcia, and each of them individually, 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 any additional registration statement to be filed pursuant to Rule 462(b) under the Securities Act of 1933, 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 substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title
<u>/s/ Christopher Boever</u> Christopher Boever	Chief Executive Officer and Director (Principal Executive Officer and Director)
<u>/s/ R. Alex Hawkins</u> R. Alex Hawkins	Chief Financial Officer (Principal Accounting and Financial Officer)
<u>/s/ B. Luke Weil</u> B. Luke Weil	Director
<u>/s/ Kevin Vivian</u> Kevin Vivian	Director
<u>/s/ Robert Ramsey</u> Robert Ramsey	Director
<u>/s/ Mauricio Orellana</u> Mauricio Orellana	Director
<u>/s/ Ted Casey</u> Ted Casey	Director
<u>/s/ Chris Whitehair</u> Chris Whitehair	Director
<u>/s/ Gregory S. Christenson</u> Gregory S. Christenson	Director

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ATTORNEYS AT LAW
ONE INDEPENDENT DRIVE, SUITE 1300
JACKSONVILLE, FLORIDA 32202-5017
P. O. BOX 240
JACKSONVILLE, FLORIDA 32201-0240
904.359.2000 TEL
904.359.8700 FAX
WWW.FOLEY.com

June 30, 2023

Stryve Foods, Inc.
Post Office Box 864
Frisco, TX 75034

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Stryve Foods, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of the Registration Statement on Form S-8 (Registration No. 333-) (as it may be amended from time to time, the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 4,300,000 shares of the Company's Class A common stock (the "Shares") which may be issued pursuant to the Stryve Foods, Inc. Amended and Restated 2021 Omnibus Incentive Plan (the "Plan").

In connection with this opinion, we have examined the following documents: (i) the Registration Statement, (ii) the First Amended and Restated Certificate of Incorporation and the Bylaws of the Company, (iii) the Plan, (iv) certain resolutions adopted by the Board of Directors of the Company, and (v) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

We have also examined and relied upon originals or copies, certified or otherwise identified or authenticated to our satisfaction, of such corporate records, instruments, agreements or other documents of the Company, and certificates of officers of the Company as to certain factual matters, and have made such investigation of law and have discussed with officers and representatives of the Company such questions of fact, as we have deemed necessary or appropriate as a basis for the opinions hereinafter expressed. In our examination, we have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing any document.

Based upon and subject to the foregoing, we are of the opinion that the Shares being registered pursuant to the Registration Statement have been duly authorized and, when issued and delivered upon the grant or exercise of awards in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We render no opinion as to the effect of the laws of any state or jurisdiction other than the corporate law of the State of Delaware. We assume no obligation to supplement this opinion letter if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinions expressed herein after the date hereof.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus that is a part of the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of the rules and regulations of the Commission.

/s/ **Foley & Lardner LLP**

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Stryve Foods, Inc. on Form S-8 of our report dated April 17, 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 Stryve Foods, 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 Stryve Foods, Inc. for the year ended December 31, 2022.

/s/ Marcum LLP

Marcum LLP

New York, NY

June 30, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

STRYVE FOODS, 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 ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.0001 par value per share	Other ⁽²⁾	4,300,000 ⁽³⁾	\$ 0.51965 ⁽²⁾	\$ 2,234,495	\$110.20 per \$1,000,000	\$ 246.24
Total Offering Amounts					\$ 2,234,495		\$ 246.24
Total Fee Offsets							—
Net Fee Due							\$ 246.24

(1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of Stryve Foods, Inc.’s (the “Registrant”) Class A common stock, par value of \$0.0001 per share (“Common Stock”) that become issuable under the Registrant’s Amended and Restated 2021 Omnibus Incentive Plan, as amended (the “Plan”), by reason of any stock dividend, stock split, reverse stock split, recapitalization, reclassification, merger, split-up, reorganization, consolidation or other similar transaction effected without the Registrant’s receipt of consideration, which results in an increase in the number of shares of outstanding Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, based upon the average of the high and low prices of Common Stock as reported on the Nasdaq Capital Market on June 27, 2023.

(3) Represents 4,300,000 additional shares of Common Stock that were authorized for issuance under the Plan.