

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

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

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**Latham Group, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**83-2797583**  
(I.R.S. Employer Identification No.)

**787 Watervliet Shaker Road**  
**Latham, New York**  
(Address of Principal Executive Offices)

**12110**  
(Zip Code)

**Latham Group, Inc. 2021 Omnibus Equity Incentive Plan**  
(Full title of the plan)

**Sean Gadd**  
**Chief Executive Officer, President and Director**  
**787 Watervliet Shaker Road**  
**Latham, New York 12110**  
(Name and address of agent for service)

**800-833-3800**  
(Telephone number, including area code, of agent for service)

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**Copy to:**  
**Michael S. Ben, Esq.**  
**Joshua W. Damm, Esq.**  
**Honigman LLP**  
**2290 First National Building**  
**660 Woodward Avenue**  
**Detroit, Michigan 48226-3506**  
**(313) 465-7000**

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

Latham Group, Inc. (the “Company”) has prepared this Registration Statement on Form S-8 (the “Registration Statement”) in accordance with the requirements of the Securities Act of 1933, as amended, (the “Securities Act”), to register the issuance of 3,400,000 shares of its common stock, par value \$0.0001 per share (the “Common Stock”), which are reserved for issuance to eligible participants upon the vesting or exercise of awards granted under the Company’s 2021 Omnibus Equity Incentive Plan, as amended. The Common Stock being registered hereunder is in addition to the 12,830,086 shares of Common Stock registered on the Company’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on [April 22, 2021](#) (Commission File No. 333-255439) and [May 4, 2023](#) (Commission File No. 333-271646) (the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding the registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby. 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 with the Commission by the Company are incorporated by reference in this Registration Statement (other than information in such filings that was “furnished” under applicable Commission rules rather than “filed”):

1. The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on [March 4, 2026](#).
2. The Company’s Current Report on Form 8-K, filed with Commission on [May 5, 2026](#).
3. The information specifically incorporated by reference into the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025 from our definitive proxy statement for the annual meeting of stockholders held on April 30, 2026, filed with the Commission on [March 20, 2026](#).
4. The description of the Common Stock set forth in the Company’s Registration Statement on Form 8-A, filed with the Commission on [April 22, 2021](#), including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.1 to the Company’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2025](#).

In addition, all reports and documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (other than information in such filings that was “furnished” under applicable Commission rules rather than “filed”), subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from the date of the filing of such documents.

**Item 8. Exhibits**

**Exhibits**

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|-------|--|
| 4.1   | Amended and Restated Certificate of Incorporation of Latham Group, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on June 3, 2021). |
| 4.2   | Amended and Restated Bylaws of Latham Group, Inc. (incorporated by reference from Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed on June 3, 2021).                       |
| 5*    | Opinion of Honigman LLP.   |
| 23.1* | Consent of Deloitte & Touche LLP, independent registered public accounting firm.   |
| 23.2* | Consent of Honigman LLP (included in Exhibit 5 to this Registration Statement).  |
| 24*   | Power of Attorney (included on signature page of this Registration Statement).   |
| 99.1  | Latham Group, Inc. 2021 Omnibus Equity Incentive Plan (incorporated by reference from Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on August 5, 2021).                |
| 99.2  | First Amendment to Latham Group, Inc. 2021 Omnibus Equity Incentive Plan (incorporated by reference from Exhibit 10 to the Company's Current Report on Form 8-K filed on May 4, 2023).     |
| 99.3  | Second Amendment to Latham Group, Inc. 2021 Omnibus Equity Incentive Plan (incorporated by reference from Exhibit 10 to the Company's Current Report on Form 8-K filed on May 5, 2026).    |
| 107*  | Filing Fee Table.  |

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Latham Group, Inc. 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 Latham, State of New York, on the 6<sup>th</sup> day of May, 2026.

### LATHAM GROUP, INC.

By: /s/ Sean Gadd

Name: Sean Gadd

Title: Chief Executive Officer, President and Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Sean Gadd, Oliver C. Gloe and Patrick Sheller, acting singly, his or her true and lawful agent, proxy and attorney-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 (i) act on, sign and file with the Commission any and all amendments (including post-effective amendments) to this Registration Statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this Registration Statement or any such amendment, and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact or any of their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on May 6, 2026, by the following persons in the capacities indicated.

| <b>Signature</b>                                      | <b>Title</b>   |
|---|--|
| <u>/s/ Sean Gadd</u><br>Sean Gadd                     | Chief Executive Officer, President and Director<br>(Principal Executive Officer) |
| <u>/s/ Oliver C. Gloe</u><br>Oliver C. Gloe           | Chief Financial Officer<br>(Principal Financial Officer)                         |
| <u>/s/ Suraj Kunchala</u><br>Suraj Kunchala           | Vice President and Controller<br>(Principal Accounting Officer)                  |
| <u>/s/ James E. Cline</u><br>James E. Cline           | Chairman of the Board  |
| <u>/s/ Mark P. Laven</u><br>Mark P. Laven             | Vice Chairman of the Board   |
| <u>/s/ DeLu Jackson</u><br>DeLu Jackson               | Director   |
| <u>/s/ Frank J. Dellaquila</u><br>Frank J. Dellaquila | Director   |
| <u>/s/ Brian Pratt</u><br>Brian Pratt                 | Director   |
| <u>/s/ Suzan Morno-Wade</u><br>Suzan Morno-Wade       | Director   |

*/s/ William M. Pruellage*

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William M. Pruellage

Director

*/s/ Jeffrey T. Jackson*

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Jeffrey T. Jackson

Director





May 6, 2026

Latham Group, Inc.  
787 Watervliet Shaker Road  
Latham, New York 12110

***Re: Registration Statement on Form S-8***

Ladies and Gentlemen:

We have acted as counsel to Latham Group, Inc., a Delaware corporation (the "***Company***"), in connection with the preparation and filing with the Securities and Exchange Commission (the "***Commission***") of a Registration Statement on Form S-8 (the "***Registration Statement***") for the registration under the Securities Act of 1933, as amended (the "***Securities Act***"), of a maximum of 3,400,000 shares (the "***Shares***") of the Company's common stock, par value \$0.0001 per share (the "***Common Stock***"), to be issued by the Company pursuant to awards under the Latham Group, Inc. 2021 Omnibus Equity Incentive Plan (as amended from time to time, the "***Plan***").

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law (the "***DGCL***"). We are not admitted to practice in the State of Delaware and, with respect to the opinion set forth herein, insofar as it relates to any Delaware law, we have limited our review to standard compilations available to us of the DGCL, which we have assumed to be accurate and complete, and we have not reviewed case law.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to authentic originals of all documents submitted to us as copies and that the offer and sale of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of Common Stock, including the Shares, for issuance under the Plan and will keep such reserve available at all times to enable the Company to issue and deliver the Shares upon the settlement of awards under the Plan. We have also assumed without independent investigation that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon, subject to and limited by the foregoing, and based upon our examination of such documents and other matters as we deem relevant, we are of the opinion that the Shares to be issued by the Company under the Plan pursuant to the Registration Statement are duly authorized and, when issued and sold by the Company in accordance with the Plan and the awards thereunder, the Registration Statement and the related prospectus, will be validly issued, fully paid and non-assessable.

This opinion letter speaks only as of its date. We do not undertake any obligation to advise you or any other party of changes of law or fact that occur after the date of this opinion letter – even though the change may affect the legal analysis or legal conclusion in this opinion letter.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ HONIGMAN LLP

HONIGMAN LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 4, 2026, relating to the financial statements of Latham Group, Inc., appearing in the Annual Report on Form 10-K of Latham Group, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Hartford, Connecticut  
May 6, 2026