

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

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

Hibbett, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction of
incorporation or organization)

20-8159608
(I.R.S. Employer
Identification No.)

**2700 Milan Court
Birmingham, AL 35211**
(Address of Principal Executive Offices) (Zip Code)

Hibbett, Inc. Amended and Restated Non-Employee Director Equity Plan
(Full title of the plan)

**Michael E. Longo
President and Chief Executive Officer
Hibbett, Inc.
2700 Milan Court
Birmingham, Alabama 35211
(205) 942-4292**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Jay H. Knight, Esq.
Taylor K. Wirth, Esq.
Bass, Berry & Sims PLC
150 Third Avenue South, Suite 2800
Nashville, Tennessee 37201
(615) 742-6200**

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 421,213 shares of common stock, par value \$0.01 per share (“Common Stock”), of Hibbett, Inc. (the “Company” or the “Registrant”), which may be issued pursuant to awards under the Company’s Amended and Restated Non-Employee Director Equity Plan (the “Amended Plan”). The Company previously registered 500,000 shares of Common Stock with respect to the Hibbett, Inc. 2012 Non-Employee Director Equity Plan (the “Original Plan”) on a prior Registration Statement on Form S-8 filed by the Company (Registration No. 333-182429) (the “Prior Registration Statement”). At the Company’s 2022 Annual Meeting of Stockholders, the Company’s stockholders approved the Amended Plan, which amended and restated the Original Plan to, among other things, authorize the issuance of an aggregate of 500,000 shares of Common Stock for awards made on or after May 25, 2022. As of June 3, 2022, there were 78,787 shares of Common Stock that remained available for issuance under the Original Plan. As a result, 500,000 shares of Common Stock are now available and reserved for issuance under the Amended Plan.

In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the Prior Registration Statement, together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”), pursuant to the Securities Act or the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference and shall be deemed to be a part hereof from the date of filing of such document:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended January 29, 2022, filed with the Commission on March 25, 2022 (including portions of the Registrant’s [Definitive Proxy Statement](#) for the 2022 Annual Meeting of Stockholders that are specifically incorporated therein by reference);
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended April 30, 2022, filed with the Commission on June 6, 2022;
- (c) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [March 4, 2022](#), [April 12, 2022](#), [May 27, 2022](#) and [May 27, 2022](#) (other than information furnished in such filings pursuant to Item 2.02, Item 7.01 or Item 9.01); and
- (d) The description of the Registrant’s Common Stock as set forth in [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K, filed with the Commission on March 25, 2022.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date hereof 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 herein and to be a part hereof from the date of filing of such documents, to the extent that such documents are considered filed with the Commission. Any statement contained herein or 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 other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or

supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, information deemed “furnished” but not “filed” under Items 2.02, 7.01 or 9.01 of the Company’s Current Reports on Form 8-K, including any related exhibits expressly designated therein, will not be deemed incorporated by reference into this Registration Statement or the related prospectus.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed on May 31, 2012).</u>
3.2	<u>Certificate of Amendment to the Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on June 24, 2021).</u>
3.3	<u>Certificate of Amendment to the Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on May 27, 2022).</u>
3.4	<u>Bylaws of the Registrant, as amended (incorporated herein by reference to Exhibit 3.2 to the Current Report on Form 8-K, filed on June 24, 2021).</u>
4.1	<u>Form of Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K, filed on June 24, 2021).</u>
5.1*	<u>Opinion of Bass, Berry & Sims PLC.</u>
23.1*	<u>Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).</u>
23.2*	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
23.3*	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
24.1*	<u>Power of Attorney (included on signature page of this Registration Statement).</u>
99.1	<u>Hibbett, Inc. Amended and Restated Non-Employee Director Equity Plan (incorporated herein by reference to Exhibit 10.1 of the Current Report on Form 8-K, filed on May 27, 2022).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith

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 the City of Birmingham, State of Alabama, on this 6th day of June, 2022.

HIBBETT, INC.

By: /s/ Michael E. Longo
Michael E. Longo
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints David M. Benck and Elaine V. Rodgers, and each of them, the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, to sign in any and all capacities (including, without limitation, the capacities listed below), this Registration Statement, any and all amendments (including post-effective amendments) to this Registration Statement and any and all successor registration statements to this Registration Statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and anything necessary to be done to comply with the provisions of the Securities Act and all the requirements of the Commission, as fully to all intents and purposes as the undersigned 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. The undersigned further grants unto such attorneys-in-fact, and each of them full power and authority to perform each and every act necessary to be done in order to accomplish the foregoing as fully as he or she might or could do in person.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael E. Longo</u> Michael E. Longo	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	<u>June 6, 2022</u>
<u>/s/ Robert J. Volke</u> Robert J. Volke	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	<u>June 6, 2022</u>
<u>/s/ Anthony F. Crudele</u> Anthony F. Crudele	Chairman of the Board	<u>June 6, 2022</u>
<u>/s/ Ramesh Chikkala</u> Ramesh Chikkala	Director	<u>June 6, 2022</u>
<u>/s/ Karen S. Etzkorn</u> Karen S. Etzkorn	Director	<u>June 6, 2022</u>
<u>/s/ Terry G. Finley</u> Terry G. Finley	Director	<u>June 6, 2022</u>
<u>/s/ Dorlisa K. Flur</u> Dorlisa K. Flur	Director	<u>June 6, 2022</u>
<u>/s/ James A. Hilt</u> James A. Hilt	Director	<u>June 6, 2022</u>
<u>/s/ Linda Hubbard</u> Linda Hubbard	Director	<u>June 6, 2022</u>
<u>/s/ Jamere Jackson</u> Jamere Jackson	Director	<u>June 6, 2022</u>
<u>/s/ Lorna E. Nagler</u> Lorna E. Nagler	Director	<u>June 6, 2022</u>

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Hibbett, 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 Share (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee (3)
Equity	Common Stock, par value \$0.01 per share	457(c) and 457(h)	421,213	\$49.865	\$21,003,786.25	0.0000927	\$1,947.05
Total Offering Amounts					\$21,003,786.25		\$1,947.05
Total Fee Offsets							\$—
Net Fee Due							\$1,947.05

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), the Registration Statement on Form S-8 to which this exhibit relates also covers any additional shares of the Registrant's Common Stock that become issuable pursuant to awards under the Hibbett, Inc. Amended and Restated Non-Employee Director Equity Plan (the "Amended and Restated Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of the Registrant's Common Stock.
- (2) Estimated pursuant to Rule 457(c) and 457(h) under the Securities Act for purposes of calculating the registration fee. The fee is computed based upon \$49.865, which represents the average of the high and low prices per share of the Registrant's Common Stock on June 3, 2022 as reported on the Nasdaq Global Select Market.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of the additional securities available for issuance under the Amended and Restated Plan.

BASS BERRY ♦ SIMS

150 Third Avenue South, Suite 2800
Nashville, TN 3720
(615) 742-6200

June 6, 2022

Hibbett, Inc.
2700 Milan Court
Birmingham, Alabama 35211

RE: Registration Statement on Form S-8 relating to the Hibbett, Inc. Amended and Restated Non-Employee Director Equity Plan (the “*Plan*”)

Ladies and Gentlemen:

We have acted as counsel to Hibbett, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing of a Registration Statement on Form S-8 (the “*Registration Statement*”) relating to certain shares of common stock, par value \$0.01 per share (the “*Common Stock*”), of the Company to be issued pursuant to the Plan.

In connection with this opinion, we have examined and relied upon such records, documents, certificates, and other instruments as we have deemed necessary or appropriate in order to express the opinions hereinafter set forth. We have also 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 copies, the authenticity of the originals of such latter documents, the legal competence of all signatories to such documents, and, except to the extent we express an opinion as to due authorization in the next paragraph of this letter, the due authorization, execution and delivery of all documents by the parties thereto. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

Based upon and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that the shares of Common Stock issuable in connection with the Plan have been duly authorized and, when issued in accordance with the terms of the Plan, will be legally issued, fully paid and non-assessable.

The opinions expressed above are limited to the General Corporation Law of the State of Delaware (which includes applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the General Corporation Law of the State of Delaware and the Delaware Constitution).

We hereby consent to the filing of this opinion with the Securities and Exchange Commission (the “*Commission*”) as Exhibit 5.1 to 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 1933, as amended, or the rules and regulations of the Commission.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

This opinion is furnished to you in connection with the filing of the Registration Statement. Our opinion is rendered as of the date hereof and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

Very truly yours,

/s/ Bass, Berry & Sims PLC

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Hibbett, Inc. Amended and Restated Non-Employee Director Equity Plan of our reports dated March 25, 2022, with respect to the consolidated financial statements of Hibbett, Inc. and the effectiveness of internal control over financial reporting of Hibbett, Inc. included in its Annual Report (Form 10-K) for the year ended January 29, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Birmingham, Alabama
June 6, 2022



KPMG LLP
Suite 1800
420 20th Street North
Birmingham, AL 35203-3207

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated April 16, 2020, with respect to the consolidated statements of Hibbett, Inc. (formerly Hibbett Sports, Inc.), incorporated herein by reference.

/s/ KPMG LLP
Birmingham, Alabama
June 6, 2022