

As filed with the Securities and Exchange Commission on August 5, 2025

Registration No. 333-  
**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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**HILLMAN SOLUTIONS CORP.**  
(Exact name of registrant as specified in its charter)

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

**85-2096734**  
(I.R.S. Employer Identification No.)

**1280 Kemper Meadow Drive**  
**Cincinnati, Ohio 45240**  
(Address of Principal Executive Offices) (Zip Code)

**Hillman Solutions Corp. 2021 Equity Incentive Plan (as amended)**  
**Hillman Solutions Corp. 2021 Employee Stock Purchase Plan (as amended)**  
(Full title of the plan)

**Jon Michael Adinolfi**  
**President and Chief Executive Officer**  
**Hillman Solutions Corp.**  
**1280 Kemper Meadow Drive**  
**Cincinnati, Ohio 45240**  
**(513) 851-4900**  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*

**Jurgita Ashley**  
**Thompson Hine LLP**  
**3900 Key Center**  
**127 Public Square**  
**Cleveland, Ohio 44114**  
**(216) 566-5500**

**Amanda Kitzberger**  
**Chief Legal Officer**  
**Hillman Solutions Corp.**  
**1280 Kemper Meadow Drive**  
**Cincinnati, Ohio 45240**  
**(513) 851-4900**

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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. ☐

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## EXPLANATORY NOTE

Hillman Solutions Corp. (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register the offering of an additional (i) 3,800,000 shares of common stock, par value \$0.0001 per share (“Common Stock”), of the Registrant, which are issuable under the Hillman Solutions Corp. 2021 Equity Incentive Plan (as amended) (the “2021 Plan”) as a result of increases to the reserve under the 2021 Plan previously approved by the Registrant’s stockholders and (ii) 1,000,000 shares of Common Stock of the Registrant, which are issuable under the Hillman Solutions Corp. 2021 Employee Stock Purchase Plan (as amended) (the “ESPP” and, together with the 2021 Plan, the “Plans”) as a result of an increase to the reserve under the ESPP previously approved by the Registrant’s stockholders.

The additional shares of Common Stock issuable pursuant to the Plans are securities of the same class as other securities for which a Registration Statement on Form S-8 was filed with the Commission on September 20, 2021 (File No. [333-259659](#)) (the “Prior Registration Statement”). Accordingly, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8, except to the extent supplemented, amended or superseded by the information set forth below.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents, which have previously been filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- the Registrant’s [Annual Report on Form 10-K for the fiscal year ended December 28, 2024](#), filed with the Commission on February 20, 2025 (including the information incorporated by reference therein from the Registrant’s [Definitive Proxy Statement on Schedule 14A](#), filed with the Commission on April 21, 2025);
- the Registrant’s Quarterly Reports on Form 10-Q for the quarters ended [March 29, 2025](#) and [June 28, 2025](#), filed with the Commission on April 29, 2025 and August 5, 2025, respectively;
- the Registrant’s Current Reports on Form 8-K filed with the Commission on [February 18, 2025](#), [April 29, 2025](#), [June 3, 2025](#), and [August 5, 2025](#) (excluding any information furnished in such reports under Item 2.02, Item 7.01 or Item 9.01); and
- the description of the Registrant’s common stock set forth in [Exhibit 4.1](#) of the Registrant’s Annual Report on Form 10-K for the year ended December 25, 2021, together with any amendment or report filed with the Commission for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information “furnished” to the Commission) subsequent to the filing of this Registration Statement and 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 will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will 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 that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#"><u>Fourth Amended and Restated Certificate of Incorporation of Hillman Solutions Corp. (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on June 13, 2024).</u></a>
3.2	<a href="#"><u>Second Amended and Restated Bylaws of Hillman Solutions Corp. (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K, filed with the Commission on June 13, 2024).</u></a>
5.1	<a href="#"><u>Opinion of Thompson Hine LLP (filed herewith).</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm (filed herewith).</u></a>
23.2	Consent of Thompson Hine LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to this Registration Statement).
99.1	<a href="#"><u>Hillman Solutions Corp. 2021 Employee Stock Purchase Plan (as amended) (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K, filed with the Commission on June 3, 2025).</u></a>
99.2	<a href="#"><u>Hillman Solutions Corp. 2021 Equity Incentive Plan (as amended) (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on June 3, 2025).</u></a>
99.3	<a href="#"><u>Form of Non-Qualified Stock Option Award Agreement under the Hillman Solutions Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 of the Registrant's Current Report on Form 8-K, filed with the Commission on July 20, 2021).</u></a>
99.4	<a href="#"><u>Form of Non-Qualified Stock Option Award Agreement for Non-Employee Directors under the Hillman Solutions Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.10 of the Registrant's Current Report on Form 8-K, filed with the Commission on July 20, 2021).</u></a>
99.5	<a href="#"><u>Form of Restricted Stock Unit Award Agreement under the Hillman Solutions Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.11 of the Registrant's Current Report on Form 8-K, filed with the Commission on July 20, 2021).</u></a>
99.6	<a href="#"><u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the Hillman Solutions Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.11 of the Registrant's Annual Report on Form 10-K, filed with the Commission on February 27, 2023).</u></a>
99.7	<a href="#"><u>Form of Performance Stock Unit Agreement under the Hillman Solutions Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on April 29, 2025).</u></a>
99.8	<a href="#"><u>Form of Restricted Stock Unit Agreement under the Hillman Solutions Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on April 29, 2025).</u></a>
107	<a href="#"><u>Filing Fee Table.</u></a>

**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 Cincinnati, state of Ohio on August 5, 2025.

**HILLMAN SOLUTIONS CORP.**

By:	<u>/s/ Jon Michael Adinolfi</u>
Name:	Jon Michael Adinolfi
Title:	President and Chief Executive Officer

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Each person whose signature appears below constitutes and appoints Jon Michael Adinolfi, Robert O. Kraft, and Amanda Kitzberger, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Hillman Solutions Corp., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute 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/ Jon Michael Adinolfi</u> Jon Michael Adinolfi	President, Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2025
<u>/s/ Robert O. Kraft</u> Robert O. Kraft	Chief Financial Officer (Principal Financial Officer)	August 5, 2025
<u>/s/ Anne S. McCalla</u> Anne S. McCalla	Chief Accounting Officer (Principal Accounting Officer)	August 5, 2025
<u>/s/ Douglas J. Cahill</u> Douglas J. Cahill	Executive Chairman and Director	August 5, 2025
<u>/s/ Diana Dowling</u> Diana Dowling	Director	August 5, 2025
<u>/s/ Teresa S. Gendron</u> Teresa S. Gendron	Director	August 5, 2025
<u>/s/ Diane C. Honda</u> Diane C. Honda	Director	August 5, 2025
<u>/s/ Aaron P. Jagdfeld</u> Aaron P. Jagdfeld	Director	August 5, 2025
<u>/s/ Daniel O'Leary</u> Daniel O'Leary	Director	August 5, 2025
<u>/s/ David A. Owens</u> David A. Owens	Director	August 5, 2025
<u>/s/ John Swygert</u> John Swygert	Director	August 5, 2025
<u>/s/ Philip K. Woodlief</u> Philip K. Woodlief	Director	August 5, 2025

# Calculation of Filing Fee Tables

## S-8

### Hillman Solutions Corp.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, par value \$0.0001 per share	Other	3,800,000	\$ 8.08	\$ 30,704,000	0.0001531	\$ 4,700.79
2 Equity	Common Stock, par value \$0.0001 per share	Other	1,000,000	\$ 8.08	\$ 8,080,000	0.0001531	\$ 1,237.05
Total Offering Amounts:					\$ 38,784,000		\$ 5,937.84
Total Fee Offsets:							\$ —
Net Fee Due:							\$ 5,937.84

#### Offering Note

1, 2 Note 1(a), 2(a) – *Amount Registered*: Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (the “Registration Statement”) also covers (i) such additional number of shares of common stock, par value \$0.0001 per share, of Hillman Solutions Corp. (“Common Stock”) issuable upon stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events or (ii) such reduced number of shares of Common Stock in respect of any reverse stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events, in each case with respect to the shares of Common Stock being registered pursuant to this Registration Statement.

Note 1(b) – *Amount Registered*: Represents additional shares of Common Stock that were reserved for future issuance under the Hillman Solutions Corp. 2021 Equity Incentive Plan (as amended).

Note 2(b) – *Amount Registered*: Represents additional shares of Common Stock that were reserved for future issuance under the Hillman Solutions Corp. 2021 Employee Stock Purchase Plan (as amended).

Note 1(c), 2(c) – *Proposed Maximum Offering Price Per Unit*: Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for purposes of calculating the registration fee and based on the average of the high and low sales price per share of Common Stock as reported on The Nasdaq Stock Market LLC on July 30, 2025, which date is within five business days prior to filing this Registration Statement.



ATLANTA CINCINNATI COLUMBUS LOS ANGELES NEW YORK  
CHICAGO CLEVELAND DAYTON MINNEAPOLIS WASHINGTON, D.C.

August 5, 2025

Hillman Solutions Corp.  
1280 Kemper Meadow Drive  
Cincinnati, Ohio 45240

Re: Registration Statement on Form S-8 – Hillman Solutions Corp. 2021 Equity Incentive Plan (as amended) and Hillman Solutions Corp. 2021 Employee Stock Purchase Plan (as amended)

Ladies and Gentlemen:

Hillman Solutions Corp., a Delaware corporation (the “Company”), is filing with the Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the issuance of up to (i) 3,800,000 shares of common stock, par value \$0.0001 per share, of the Company (the “Common Stock”) that may be issued pursuant to the Hillman Solutions Corp. 2021 Equity Incentive Plan (as amended) (the “2021 Plan”) and (ii) 1,000,000 shares of Common Stock that may be issued pursuant to the Hillman Solutions Corp. 2021 Employee Stock Purchase Plan (as amended) (the “ESPP”), and together with the 2021 Plan, the “Plans”), as well as the authorized forms of stock option, restricted stock unit, and other applicable award agreements under the 2021 Plan (collectively, the “Award Agreements”).

Item 601 of Regulation S-K and the instructions to Form S-8 require that an opinion of counsel concerning the legality of the securities to be registered be filed as an exhibit to a Form S-8 registration statement if the securities are original issue shares. This opinion is provided in satisfaction of that requirement as it relates to the Registration Statement.

In rendering this opinion, we have examined copies of (a) the Company’s Fourth Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws, each in the form filed as exhibits with the Commission, (b) the Plans, each in the form filed as exhibits with the Commission, and (c) such other records and documents as we have deemed advisable in order to render this opinion. In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, and the conformity to the originals or certified copies of all documents submitted to us as copies thereof.

As a result of the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that, under the laws of the State of Delaware, when issued pursuant to and in accordance with the Plans and the applicable Award Agreements or any agreements under the ESPP, the shares of Common Stock that are the subject of the Registration Statement will be validly issued, fully paid, and non-assessable.

In rendering this opinion, we have assumed that the resolutions authorizing the Company to issue the shares of Common Stock pursuant to each of the Plans and the applicable Award Agreements will be in full force and effect at all times at which the shares of Common Stock are issued by the Company and that the Company will take no action inconsistent with such resolutions. We have further assumed that each award under the 2021 Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors in accordance with applicable law. We have further assumed that, upon the issuance of any of the shares of Common Stock that are the subject of the Registration Statement, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under its Fourth Amended and Restated Certificate of Incorporation. Our opinion expressed above is limited to the General Corporation Laws of the State of Delaware, as currently in effect, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion letter that might affect the opinions expressed herein.

We hereby consent to the filing of this opinion letter 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 Securities Act or the rules and regulations of the Commission.

Very truly yours,

*/s/ Thompson Hine LLP*

Thompson Hine LLP

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THOMPSON HINE LLP  
ATTORNEYS AT LAW

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127 Public Square  
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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 20, 2025, relating to the financial statements of Hillman Solutions Corp., and the effectiveness of Hillman Solutions Corp.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Hillman Solutions Corp. for the year ended December 28, 2024.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio  
August 5, 2025