

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

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

Kestra Medical Technologies, Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

3933 Lake Washington Blvd NE, Suite 200
Kirkland, Washington
(Address of Principal Executive Offices)

98033
(Zip Code)

Kestra Medical Technologies, Ltd. 2025 Omnibus Incentive Plan
(Full title of the plan)

Brian Webster
Chief Executive Officer
3933 Lake Washington Blvd NE, Suite 200
Kirkland, Washington 98033
(Name and address of agent for service)

(425) 279-8002
(Telephone number, including area code, of agent for service)

Copies to:

Sophia Hudson, P.C.
Christie W.S. Mok
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800

Traci S. Umberger
General Counsel and
Chief Administrative Officer
3933 Lake Washington Blvd NE, Suite 200
Kirkland, Washington 98033
Telephone: (425) 279-8002

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.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not being, filed with the Securities and Exchange Commission (the "Commission"), either as part of this registration statement on Form S-8 (this "Registration Statement") or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of the Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 of Part I is included in documents that will be delivered to participants in the plans covered by this Registration Statement pursuant to Rule 428(b) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Kestra Medical Technologies, Ltd. (the “Registrant”) with the Commission, are incorporated in this Registration Statement by reference:

- (a) The Registrant’s prospectus filed pursuant to [Rule 424\(b\) under the Securities Act \(File No. 333-284807\)](#) on March 6, 2025, relating to the Registrant’s Registration Statement on Form S-1 (Registration No. 333-284807), initially filed with the Commission on February 10, 2025 (as amended, including all exhibits, the “S-1 Registration Statement”); and
- (b) The description of the Registrant’s common shares contained in the Registrant’s Registration Statement on [Form 8-A \(File No. 001-42549\)](#), filed with the Commission on March 5, 2025 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, but prior to the filing of a post-effective amendment 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 herein and to be a part hereof from the date of filing of such documents.

Any statement contained 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 incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 98 of the Companies Act 1981, as amended, of Bermuda (the “Companies Act”) provides generally that a Bermuda company may indemnify its directors, officers and auditors against any liability which by virtue of any rule of law would otherwise be imposed on them in respect of any negligence, default, breach of duty or breach of trust, except in cases where such liability arises from fraud or dishonesty of which such director, officer or auditor may be guilty in relation to the company. Section 98 of the Companies Act further provides that a Bermuda company may indemnify its directors, officers and auditors against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is awarded in their favor or in which they are acquitted or granted relief by the Supreme Court of Bermuda pursuant to Section 281 of the Companies Act.

The Registrant’s amended and restated bye-laws (the “Bye-Laws”) provide that the Registrant shall indemnify its directors and any officers appointed by the Registrant’s Board of Directors to the fullest extent permitted by applicable law; provided, however, that if a director or officer is a party to an indemnification agreement with the Registrant, then the terms of the indemnification agreement shall apply instead of the provision in the Bye-Laws. The Bye-Laws also provide that the shareholders waive any claims or rights of action that they

might have, individually or in right of the Registrant, against any of the Registrant's directors or officers for any act or failure to act in the performance of such director's or officer's duties, except in respect of any fraud or dishonesty of such director or officer or any claims of violations of the Securities Act or the Exchange Act. Section 98A of the Companies Act permits the Registrant to purchase and maintain insurance for the benefit of any officer or director in respect of any loss or liability attaching to him or her in respect of any negligence, default, breach of duty or breach of trust, whether or not the Registrant may otherwise indemnify such officer or director. The Registrant has purchased and maintains a directors' and officers' liability policy for such purpose.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

In addition, the Registrant has entered into indemnification agreements with each of its directors and executive officers and certain additional officers. These indemnification agreements provide the directors and officers with contractual rights to indemnification to the fullest extent permitted by applicable law, subject to certain exceptions and procedures. The indemnification agreements may require the Registrant, among other things, to indemnify such persons against expenses, including attorneys' fees, judgments, liabilities, fines and settlement amounts incurred by any such person in actions or proceedings, including actions by the Registrant or in the Registrant's right, that may arise by reason of their status or service as a director or officer, and to advance expenses incurred by them in connection with any such proceedings. The form of such indemnification agreement was filed as Exhibit 10.4 to the S-1 Registration Statement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
4.1	<u>Certificate of Incorporation (incorporated by reference to Exhibit 3.1 filed with the S-1 Registration Statement on February 10, 2025)**</u>
4.2	<u>Memorandum of Association (incorporated by reference to Exhibit 3.2 filed with the S-1 Registration Statement on February 10, 2025)**</u>
4.3	<u>Amended and Restated Bye-Laws of the Registrant (incorporated by reference to Exhibit 3.1 to Form 8-K filed on March 7, 2025)**</u>
4.4	<u>Certificate of Deposit of Memorandum of Increase of Share Capital (incorporated by reference to Exhibit 3.2 to Form 8-K filed on March 7, 2025)**</u>
4.5	<u>Kestra Medical Technologies, Ltd. 2025 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.4 to Form 8-K filed on March 7, 2025)**</u>
5.1	<u>Opinion of Walkers (Bermuda) Limited, Bermuda Counsel to the Registrant</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm, as to West Affum Intermediate Holdings Corp.</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm, as to Kestra Medical Technologies, Ltd.</u>
23.3	<u>Consent of Walkers (Bermuda) Limited (included as part of Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included in signature page)</u>
107	<u>Filing Fee Table</u>

** Previously filed.

Item 9. Undertakings.

- (a) The Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however; that subparagraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.
 - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Kirkland, State of Washington, on March 7, 2025.

KESTRA MEDICAL TECHNOLOGIES, LTD.

By: /s/ Brian Webster

Name: Brian Webster

Title: President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Brian Webster and Traci S. Umberger and each of them, individually, as his or her true and lawful attorneys-in-fact and agents, 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, in connection with this Registration Statement, including to sign in the name and on behalf of the undersigned, this Registration Statement and any and all amendments thereto, including post-effective amendments and registrations filed pursuant to Rule 462 under the U.S. Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brian Webster</u> Brian Webster	President, Chief Executive Officer and Director (Principal Executive Officer)	March 7, 2025
<u>/s/ Vaseem Mahboob</u> Vaseem Mahboob	Chief Financial Officer (Principal Financial and Accounting Officer)	March 7, 2025
<u>/s/ Traci S. Umberger</u> Traci S. Umberger	General Counsel, Chief Administrative Officer and Director	March 7, 2025
<u>/s/ Jeffrey Schwartz</u> Jeffrey Schwartz	Director	March 7, 2025
<u>/s/ Toby AuWerter</u> Toby AuWerter	Director	March 7, 2025
<u>/s/ Maxwell Bikoff</u> Maxwell Bikoff	Director	March 7, 2025
<u>/s/ Raymond W. Cohen</u> Raymond W. Cohen	Director	March 7, 2025

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Christopher Gordon</u> Christopher Gordon	Director	March 7, 2025
<u>/s/ Mary Kay Ladone</u> Mary Kay Ladone	Director	March 7, 2025
<u>/s/ Kevin Reilly</u> Kevin Reilly	Director	March 7, 2025

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this Registration Statement, solely in its capacity as the duly authorized representative of Kestra Medical Technologies, Ltd., in Kirkland, Washington, on March 7, 2025.

KESTRA MEDICAL TECHNOLOGIES, INC.

By: /s/ Brian Webster
Name: Brian Webster
Title: President and Chief Executive Officer

7 March 2025

Our Ref: RN/ds/W3229-A04572

Kestra Medical Technologies, Ltd.
Cumberland House, 7th Floor
1 Victoria Street
Hamilton, HM11
Bermuda

Dear Addressees

KESTRA MEDICAL TECHNOLOGIES, LTD. (THE “COMPANY”)

We have been asked to provide this legal opinion to you with regard to the laws of Bermuda in connection with a registration statement on form S-8 filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on 7 March 2025 (the “**Registration Statement**”) relating to the registration under the U.S. Securities Act of 1933 (as amended) (the “**Securities Act**”) of 16,112,500 common shares, par value US\$1.00 per share (the “**Common Shares**”), issuable pursuant to the Plan (as defined in Schedule 1) of the Company.

For the purposes of giving this opinion, we have examined and relied upon the originals or copies of the documents listed in Schedule 1 (the “**Documents**”).

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Bermuda Barristers and Attorneys and express no opinion as to any laws other than the laws of Bermuda in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction.

Based upon the foregoing examinations and the assumptions and qualifications set out below and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and subject to the qualifications set out in Schedule 3, and under the laws of Bermuda, we are of the opinion the Common Shares will upon payment and delivery as contemplated by the Registration Statement and Plan and any relevant agreements duly authorised by and in accordance with the Plan, be duly authorised and validly issued, fully paid and non-assessable.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is given solely for your benefit and the benefit of your legal advisers acting in that capacity in relation to this transaction and may not be relied upon by any other person, other than persons entitled to rely upon it pursuant to the provisions of the Securities Act, without our prior written consent.

Walkers (Bermuda) Limited

Park Place, 55 Par La Ville Road, Hamilton HM11, Bermuda

T +1 441 242 1500 www.walkersglobal.com

Bermuda | British Virgin Islands | Cayman Islands | Dubai | Guernsey | Hong Kong | Ireland | Jersey | London | Singapore
The title of “partner” is used to refer to a consultant or employee of Walkers (Bermuda) Limited with equivalent standing and qualifications.

This opinion shall be construed in accordance with the laws of Bermuda.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours faithfully

/s/Walkers (Bermuda) Limited

WALKERS (BERMUDA) LIMITED

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation as issued on 20 May 2021, Memorandum of Association as registered on 20 May 2021, Bye-laws of the Company as adopted on 21 May 2021 (together the “**Memorandum and Bye-laws**”), Register of Directors and Officers, in each case of the Company, copies of which have been provided to us by the Company’s secretary, Maples Corporate Services (Bermuda) Limited (together the “**Company Records**”).
2. A copy of the executed unanimous written resolutions of the board of directors of the Company dated 25 February 2025, a copy of the executed written resolutions of the sole shareholder of the Company dated 25 February 2025, a copy of the executed unanimous written resolutions of the board of directors of the Company dated 4 March 2025, a copy of the executed written resolutions of the sole shareholder of the Company dated 4 March 2025 (together, the “**Resolutions**”).
3. A copy of the final form of the Registration Statement on Form S-8, which incorporates the following documents:
 - (a) the Company’s prospectus filed pursuant to Rule 424(b) under the Securities Act (File No. 333-284807) on March 6, 2025, relating to the Company’s Registration Statement on Form S-1 (Registration No. 333-284807), initially filed with the Commission on February 10, 2025 (as amended, including all exhibits); and
 - (b) the description of the Company’s Common Shares contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-42549), filed with the Commission on March 5, 2025 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, including any amendments or reports filed for the purpose of updating such description.
4. A copy of the Kestra Medical Technologies, Ltd. 2025 Omnibus Incentive Plan (the “**Plan**”).

SCHEDULE 2

ASSUMPTIONS

1. There are no provisions of the laws of any jurisdiction outside Bermuda which would be contravened by the execution or delivery of the Documents or in any contracts or instruments, including but not limited to indentures and instruments, prepared in relation to the offer and creation of any of the Common Shares, as contemplated by the Registration Statement and, insofar as any obligation expressed to be incurred under the Registration Statement is to be performed in or is otherwise subject to the laws of any jurisdiction outside Bermuda, its performance will not be illegal by virtue of the laws of that jurisdiction.
2. The Plan constitutes or, when executed and delivered, will constitute the legal, valid and binding obligations of each of the parties thereto enforceable in accordance with its terms as a matter of the laws of all relevant jurisdictions (other than Bermuda).
3. The choice of the laws of the jurisdiction selected to govern the Plan has been made in good faith and will be regarded as a valid and binding selection which will be upheld in the courts of that jurisdiction and all relevant jurisdictions (other than Bermuda).
4. All authorisations, approvals, consents, licences and exemptions required by, and all filings and other steps required of each of the parties to the Registration Statement and the Plan outside Bermuda to ensure the legality, validity and enforceability of the Registration Statement and the Plan have been or will be duly obtained, made or fulfilled and are and will remain in full force and effect and any conditions to which they are subject have been satisfied.
5. The originals of all documents examined in connection with this opinion are authentic. The signatures, initials and seals on the Documents are genuine and are those of a person or persons given power to execute the Documents under the Resolutions or any power of attorney given by the Company to execute the Documents. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals. Any translations are a true translation of the original document they purport to translate. The Documents conform in every material respect to the latest drafts of the same produced to us.
6. The Memorandum of Association and Bye-laws reviewed by us are the memorandum of association and bye-laws of the Company in force at the date hereof.
7. The Company Records are complete and accurate and all matters required by law and the Memorandum of Association and Bye-laws of the Company to be recorded therein are so recorded.
8. The Resolutions have been duly executed by or on behalf of each director of the Company and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed.
9. There is no provision of any award agreement granted pursuant to the Plan which would have any implication in relation to the opinions expressed herein.

SCHEDULE 3

QUALIFICATIONS

1. We express no opinion upon any provisions in the Documents which contain a reference to any law or statute that is not a Bermudian law or statute.
2. We express no opinion with respect to the issue of the Common Shares pursuant to any provision of the Plan that purports to obligate the Company to issue such Common Shares following the commencement of a winding up of the Company.
3. Except as explicitly stated in this opinion, we express no opinion in relation to any representation or warranty contained in the Documents nor upon matters of fact or the commercial terms of the transactions contemplated by the Documents.
4. “Non-assessability” is not a legal concept under Bermuda law. Reference in this opinion to shares being “non-assessable” shall mean, in relation to fully-paid shares of the Company and subject to any contrary provision in any agreement in writing between the Company and the holder of shares, that no member shall be:
 - (a) obliged to contribute further amounts to the capital of the Company, either in order to complete payment for their shares, to satisfy claims of creditors of the Company, or otherwise; and
 - (b) bound by an alteration of the Memorandum of Association or Bye-laws of the Company after the date on which they became a member, if and so far as the alteration requires them to take, or subscribe for additional shares, or in any way increases their liability to contribute to the share capital of, or otherwise to pay money to, the Company.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Kestra Medical Technologies, Ltd. of our report dated August 28, 2024, except with respect to the matters that raise substantial doubt about the Company's ability to continue as a going concern discussed in Note 1, as to which the date is December 11, 2024, relating to the financial statements of West Affum Intermediate Holdings Corp., which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-284807).

/s/ PricewaterhouseCoopers LLP
Irvine, California
March 7, 2025

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Kestra Medical Technologies, Ltd. of our report dated August 28, 2024 relating to the financial statements of Kestra Medical Technologies, Ltd., which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-284807).

/s/ PricewaterhouseCoopers LLP
Irvine, California
March 7, 2025

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Kestra Medical Technologies, Ltd.
(Exact Name of Registrant as Specified in its Articles of Association)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common shares, \$1.00 par value, issuable pursuant to the 2025 Incentive Plan	Rule 457(c) and Rule 457(h)	16,112,500 ⁽²⁾	\$17	\$273,912,500	0.00015310	\$41,936
Total Offering Amounts					\$273,912,500		\$41,936
Total Fee Offsets							N/A
Net Fee Due							\$41,936

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (the “Registration Statement”) shall also cover any additional common shares, \$1.00 par value (the “common shares”) of Kestra Medical Technologies, Ltd. (the “Registrant”) that become issuable under the Kestra Medical Technologies, Ltd. 2025 Omnibus Incentive Plan (the “Omnibus Incentive Plan”) by reason of any share dividend, share split, recapitalization or other similar transaction.
- (2) Represents common shares issuable pursuant to the Omnibus Incentive Plan which shares consist of 12,890,000 common shares reserved and available for delivery with respect to awards under the Omnibus Incentive Plan and additional common shares that may again become available for delivery with respect to awards under the Omnibus Incentive Plan pursuant to the share counting, share recycling and other terms and conditions of the Omnibus Incentive Plan and common shares that may become reserved and available for delivery with respect to awards under the Omnibus Incentive Plan pursuant to the evergreen provision thereof, pursuant to which the number of shares reserved for issuance under the Omnibus Incentive Plan will automatically increase on January 1st of each year, starting on January 1, 2026, and ending and including December 31, 2036, equal to the lesser of (a) 5% of the Registrant’s common shares outstanding on December 31 of the immediately preceding calendar year; and (b) such smaller number of common shares as determined by the Registrant’s board of directors .
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act based on the price per common share of \$17 set forth in the Registrant’s prospectus filed with the Securities and Exchange Commission on March 6, 2025 pursuant to Rule 424(b) under the Securities Act.