

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Aveanna Healthcare Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

81-4717209

(I.R.S. Employer Identification No.)

400 Interstate North Parkway SE

Atlanta, Georgia

(Address of Principal Executive Offices)

30339

(Zip Code)

Aveanna Healthcare Holdings Inc. 2021 Stock Incentive Plan

(Full title of the plan)

Matthew Buckhalter

Chief Financial Officer

400 Interstate North Parkway SE

Suite 1600

Atlanta, Georgia 30339

(Name and address of agent for service)

(770) 441-1580

(Telephone number, including area code, of agent for service)

Copies to:

Keith M. Townsend

King & Spalding LLP

1180 Peachtree Street, NE, Suite 1600

Atlanta, GA 30309

(404) 572-4600

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.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement is filed by Aveanna Healthcare Holdings Inc. (the “Registrant”) for the purpose of registering additional shares of the Registrant’s common stock, par value \$0.01 per share (“Common Stock”) under the Aveanna Healthcare Holdings Inc. 2021 Stock Incentive Plan (the “Plan”).

The number of shares of Common Stock available for issuance under the Plan is subject to an automatic annual increase on the first day of each calendar year during the term of the Plan equal to the lesser of (i) two percent (2%) of the number of outstanding shares of Common Stock on the last day of the immediately preceding fiscal year and (ii) such smaller number of shares as determined by the Registrant’s Board of Directors, in its discretion (the “2021 Plan Evergreen Provision”). Pursuant to the 2021 Plan Evergreen Provision, the number of shares of Common Stock available for issuance under the Plan increased on January 1, 2026 by an aggregate of 4,219,927 shares, and this Registration Statement registers the issuance of such additional shares.

Pursuant to Instruction E of Form S-8, the contents of the Registrant’s prior registration statement on Form S-8 registering shares of Common Stock under the Plan ([File No. 333-257675](#)) (the “Prior Registration Statement”) are hereby incorporated by reference herein, and the information required by Form S-8 is omitted, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth in this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”):

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended January 3, 2026, filed with the Commission on March 19, 2026, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) The Registrant’s [Definitive Proxy Statement on Schedule 14A](#) filed with the Commission on March 25, 2025 (solely to the extent incorporated by reference into Part III of the Registrant’s Annual Report on Form 10-K for the year ended December 28, 2024);
- (c) The Registrant’s Current Reports on Form 8-K, other than with respect to Items 2.02 or 7.01 and the exhibits noted therein, filed with the Commission on [February 20, 2026](#), [February 27, 2026](#), and [March 12, 2026](#); and
- (d) The Registrant’s Registration Statement on [Form 8-A](#) filed with the Commission on April 26, 2021 (File No. 001-40362), in which there is described the terms, rights and provisions applicable to the shares of the Common Stock, including any amendment or report filed for the purpose of updating such description, including the description of the Common Stock filed as [Exhibit 4.1](#) to the Registrant’s Annual Report on [Form 10-K](#) filed on March 28, 2022.

Additionally, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (not including any information furnished under Items 2.02, 7.01 or 9.01 of Form 8-K, which information is not incorporated by reference herein), 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 herein by reference and to be a part of the Registration Statement from the date of filing of such documents. Any statement contained in a document incorporated herein by reference will be deemed to be modified or superseded for purposes of the Registration Statement to the extent that a statement contained herein, or in a subsequently filed document incorporated herein by reference, modifies or supersedes the statement. Any statement modified or superseded will not be deemed, except as modified or superseded, to constitute a part of the Registration Statement.

Item 8. Exhibits.

The following are the exhibits required by Item 601 of Regulation S-K:

Exhibit No.	Description
4.1	<u>Second Amended and Restated Certificate of Incorporation of Aveanna Healthcare Holdings Inc. (filed as Exhibit 3.3 to the Registration Statement on Form S-1, as amended (File No. 333-254981), and incorporated herein by reference).</u>
4.2	<u>Second Amended and Restated Bylaws of Aveanna Healthcare Holdings Inc. (filed as Exhibit 3.5 to the Registration Statement on Form S-1, as amended (File No. 333-254981), and incorporated herein by reference).</u>
4.3	<u>Aveanna Healthcare Holdings Inc. 2021 Stock Incentive Plan (filed as Exhibit 10.20 to the Registration Statement on Form S-1, as amended (File No. 333-254981), and incorporated herein by reference).</u>
5.1*	<u>Opinion of King & Spalding, LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of King & Spalding, LLP (included in Exhibit 5.1).</u>
24.1*	Power of Attorney (included on signature pages hereto).
107.1*	<u>Calculation of Filing Fee Tables</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 Atlanta, State of Georgia, on March 19, 2026.

AVEANNA HEALTHCARE HOLDINGS INC.

By: /s/ Jeff Shaner

Name: Jeff Shaner

Title: President, Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeff Shaner and Matthew Buckhalter, and each of them any of whom may act without joinder of the other, with full power to act as such person's true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign this Registration Statement, and any and all amendments thereto (including post-effective amendments), and to file the same, with exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agent or his 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeff Shaner</u> Jeff Shaner	President, Chief Executive Officer and Director (Principal Executive Officer)	March 19, 2026
<u>/s/ Matthew Buckhalter</u> Matthew Buckhalter	Chief Financial Officer (Principal Financial Officer)	March 19, 2026
<u>/s/ Deborah Stewart</u> Deborah Stewart	Chief Accounting Officer (Principal Accounting Officer)	March 19, 2026
<u>/s/ Rodney D. Windley</u> Rodney D. Windley	Chairman of the Board	March 19, 2026
<u>/s/ Victor F. Ganzi</u> Victor F. Ganzi	Director	March 19, 2026
<u>/s/ Brent Layton</u> Brent Layton	Director	March 19, 2026
<u>/s/ Devin O'Reilly</u> Devin O'Reilly	Director	March 19, 2026
<u>/s/ Steve E. Rodgers</u> Steve E. Rodgers	Director	March 19, 2026
<u>/s/ Erica Schwartz</u> Erica Schwartz	Director	March 19, 2026
<u>/s/ Sam Weil</u> Sam Weil	Director	March 19, 2026

KING & SPALDING

King & Spalding LLP
1180 Peachtree Street, NE, Suite 1600
Atlanta, GA 30309
Tel: +1 404 572 4600
www.kslaw.com

March 19, 2026

Aveanna Healthcare Holdings Inc.
400 Interstate North Parkway SE
Atlanta, Georgia 30339

Ladies and Gentlemen:

We have acted as counsel to Aveanna Healthcare Holdings Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the registration of an aggregate of 4,219,927 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, which may be issued pursuant to the terms of the Aveanna Healthcare Holdings Inc. 2021 Stock Incentive Plan (the "Plan").

In connection with this opinion, we have examined and relied upon the accuracy of original, certified, conformed or photographic copies of such records, agreements, certificates and other documents as we have deemed necessary or appropriate to enable us to render the opinions set forth below. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all documents submitted to us as certified, conformed or photographic copies and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. As to matters of fact material to this opinion, we have relied, without independent verification, upon statements and representations of representatives of the Company and public officials.

This opinion is limited in all respects to the Delaware General Corporation Law, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares are duly authorized and, when the Shares are issued pursuant to the Plan, or upon the exercise or vesting of options, stock appreciation rights, restricted stock units, performance awards or other stock-based awards granted under the Plan, as the case may be.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur, which could affect the opinions contained herein. This opinion is being rendered for the benefit of the Company in connection with the matters addressed herein.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the references to us in such Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ King & Spalding LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Aveanna Healthcare Holdings Inc. 2021 Stock Incentive Plan of our reports dated March 19, 2026, with respect to the consolidated financial statements of Aveanna Healthcare Holdings Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Aveanna Healthcare Holdings Inc. and subsidiaries included in its Annual Report (Form 10-K) for the year ended January 3, 2026, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia

March 19, 2026

Calculation of Filing Fee Tables
Form S-8
(Form Type)

Aveanna Healthcare Holdings Inc.
(Exact name of registrant as specified in its charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule ⁽²⁾	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share, to be issued under the Aveanna Healthcare Holdings Inc. 2021 Stock Incentive Plan	Other	4,219,927 ⁽³⁾	\$6.96	\$29,370,691.92	\$138.10 per \$1,000,000	\$4,056.09
Total Offering Amounts					\$29,370,691.92		\$4,056.09
Total Fee Offsets ⁽⁴⁾							—
Net Fee Due							\$4,056.09

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.01 per share (“Common Stock”), of Aveanna Healthcare Holdings Inc. (the “Registrant”) that become issuable under the Aveanna Healthcare Holdings Inc. 2021 Stock Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of shares of the Registrant’s outstanding Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low sales prices of a share of Common Stock as reported on the Nasdaq Global Select Market on March 16, 2026.
- (3) Represents an automatic annual increase of an aggregate of 4,219,927 shares of Common Stock pursuant to the increase on January 1, 2026 to the number of shares of the Registrant’s Common Stock reserved for issuance under, and which annual increase is provided for in, the Plan.
- (4) The Registrant does not have any fee offsets.

