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

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

ARKO Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-2784337
(I.R.S. Employer
Identification No.)

**8565 Magellan Parkway
Suite 400
Richmond, Virginia**
(Address of Principal Executive Offices)

23227-1150
(Zip Code)

ARKO Corp. 2020 Incentive Compensation Plan
(Full title of the plan)

Arie Kotler
Chairman, President and Chief Executive Officer
8565 Magellan Parkway
Suite 400
Richmond, Virginia 23227-1150
(804) 730-1568

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Drew M. Altman, Esq.
Win Rutherford, Esq.
Greenberg Traurig, P.A.
333 S.E. 2nd Avenue, Suite 4400
Miami, Florida 33131
(305) 579-0500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed by ARKO Corp., a Delaware corporation (the “Registrant”, “Company”, “we”, “us”, or “our”), for the purpose of registering a total of 11,356,834 additional shares of common stock, par value \$0.0001 per share (Common Stock), issuable under the ARKO Corp. 2020 Incentive Compensation Plan (as amended, the “Plan”).

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. 333-261642) (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 December 31, 2023, filed with the Commission on February 27, 2024, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarter ended March 31, 2024, filed with the Commission on [May 7, 2024](#), for the quarter ended June 30, 2024, filed with the Commission on [August 6, 2024](#), and for the quarter ended September 30, 2024, filed with the Commission on [November 7, 2024](#).
- (c) The Registrant’s [Definitive Proxy Statement](#) on Schedule 14A filed in connection with the Registrant’s Annual Meeting of Stockholders held on June 6, 2024 (solely to the extent incorporated by reference into Part III of our Annual Report on Form 10-K for the year ended December 31, 2023) filed with the Commission on April 19, 2024;
- (d) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 3, 2024](#), [March 8, 2024](#), [March 26, 2024](#), [March 28, 2024](#), [June 6, 2024](#), and [October 2, 2024](#), in each case only to the extent that the items therein are “filed” rather than “furnished” for the purposes of Section 18 of the Exchange Act; and
- (e) The Registrant’s Registration Statement on [Form 8-A](#) filed with the SEC on December 22, 2020 (File No. 001-39828) in which there is described the terms, rights and provisions applicable to 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 4.4 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 filed on March 25, 2021.

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 or any other information that is identified as “furnished” rather than filed, 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:

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Composite Amended and Restated Certificate of Incorporation of ARKO Corp., filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 7, 2023 (File No. 001-39828) and incorporated by reference herein.</u>
4.2	<u>Bylaws of ARKO Corp., filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on December 31, 2020, and incorporated by reference herein.</u>
4.3	<u>ARKO Corp. 2020 Incentive Compensation Plan, filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the Commission on December 31, 2020 and incorporated by reference herein.</u>
4.4	<u>Form of Amendment to the ARKO Corp. 2020 Incentive Compensation Plan, filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 19, 2024, and incorporated herein by reference.</u>
5.1*	<u>Opinion of Greenberg Traurig, LLP</u>
23.1*	<u>Consent of Grant Thornton LLP</u>
23.2*	<u>Consent of Greenberg Traurig, LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on signature pages hereto)</u>
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 County of Henrico, Commonwealth of Virginia on November 7, 2024.

ARKO Corp.

By: /s/ Arie Kotler

Name: Arie Kotler

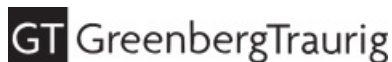
Title: Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Arie Kotler and Robert Giammatteo, 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/ Arie Kotler</u> Arie Kotler	Chairman of the Board and President, Chief Executive Officer (Principal Executive Officer)	November 7, 2024
<u>/s/ Robert Giammatteo</u> Robert Giammatteo	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 7, 2024
<u>/s/ Michael J. Gade</u> Michael J. Gade	Director	November 4, 2024
<u>/s/ Andrew R. Heyer</u> Andrew R. Heyer	Director	November 4, 2024
<u>/s/ Steven J. Heyer</u> Steven J. Heyer	Director	November 6, 2024
<u>/s/ Sherman K. Edmiston III</u> Sherman K. Edmiston III	Director	November 7, 2024
<u>/s/ Avram Friedman</u> Avram Friedman	Director	November 4, 2024
<u>/s/ Laura Karet</u> Laura Karet	Director	November 4, 2024



November 7, 2024

ARKO Corp.
8565 Magellan Parkway
Suite 400
Richmond, Virginia 23227-1150

Re: Registration Statement on Form S-8 for the ARKO Corp. 2020 Incentive Compensation Plan

Ladies and Gentlemen,

On or about the date hereof, ARKO Corp., a Delaware corporation (the "Company"), transmitted for 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 "Act"). The Registration Statement relates to the offering and sale by the Company of up to an aggregate of 11,356,834 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), under the ARKO Corp. 2020 Incentive Compensation Plan (as amended, the "Plan"). We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement.

In connection therewith, we have examined and relied upon the original or a copy, certified to our satisfaction, of: (i) the Company's Amended and Restated Certificate of Incorporation and Bylaws, each as amended to the date hereof; (ii) records of corporate proceedings of the Company related to the Plan; (iii) the Registration Statement and exhibits thereto; and (iv) such other documents and instruments as we have deemed necessary for the expression of the opinions contained herein. In making the foregoing examinations, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photocopies. As to various questions of fact material to this opinion, we have relied, to the extent we deemed reasonably appropriate, upon representations of officers or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independently checking or verifying the accuracy of such documents, records and instruments.

Based upon the foregoing examination and assuming that (i) the Company reserves for issuance under the Plan an adequate number of authorized and unissued shares of Common Stock and (ii) the consideration, if any, required to be paid in connection with the issuance and sale of shares of Common Stock under the Plan is actually received by the Company as provided in the Plan, we are of the opinion that the shares of Common Stock issued under the Plan will be duly authorized, validly issued, fully paid and nonassessable.

This opinion is rendered solely in connection with the transactions covered hereby, is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein.

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

The opinions expressed herein are specifically limited to the laws of the State of Delaware and are as of the date hereof. We assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Sincerely,

GREENBERG TRAUIG, LLP

/s/ GREENBERG TRAUIG, LLP

Consent of Independent Registered Public Accounting Firm

We have issued our reports dated February 27, 2024, with respect to the consolidated financial statements and internal control over financial reporting of ARKO Corp. included in the Annual Report on Form 10-K for the year ended December 31, 2023, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Charlotte, North Carolina
November 7, 2024

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

ARKO Corp.
(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 \$0.0001 per share, to be issued under the ARKO Corp. 2020 Incentive Compensation Plan	Other	11,356,834	\$6.71	\$76,204,356.14	\$153.10 per \$1,000,000	\$11,666.89
Total Offering Amounts					\$76,204,356.14		\$11,666.89
Total Fee Offsets ⁽³⁾							—
Net Fee Due							\$11,666.89

- (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 \$0.0001 per share (“Common Stock”), of ARKO Corp. (the “Registrant”) that become issuable under the ARKO Corp. 2020 Incentive Compensation 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 Capital Market on November 1, 2024.
- (3) The Registrant does not have any fee offsets.