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

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

HOOKER FURNISHINGS CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-0251350
(I.R.S. Employer
Identification No.)

440 East Commonwealth Boulevard, Martinsville, Virginia 24112
(Address, including zip code, of registrant's principal executive offices)

**2024 AMENDMENT AND RESTATEMENT OF THE
HOOKER FURNISHINGS CORPORATION STOCK INCENTIVE PLAN**
(Full title of the plan)

**Paul A. Huckfeldt
Chief Financial Officer and
Senior Vice President – Finance and Accounting
Hooker Furnishings Corporation
440 East Commonwealth Boulevard
Martinsville, Virginia 24112
(276) 632-2133**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
**James M. Anderson III
McGuireWoods LLP
Gateway Plaza
800 East Canal Street
Richmond, Virginia 23219-3916
(804) 775-1000**

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.

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

Item 1. Plan Information.

Not required to be filed with the Securities and Exchange Commission (the “Commission”).

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with the Commission.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission are hereby incorporated by reference in, and made a part of, this Registration Statement (other than documents or information in such documents deemed to have been furnished and not filed in accordance with Commission rules):

- a. The Company’s Annual Report on Form 10-K (File No. 000-25349) for the fiscal year ended January 28, 2024, filed with the Commission on [April 12, 2024](#).
- b. The Company’s Current Reports on Form 8-K (File No. 000-25349) filed with the Commission on [March 5, 2024](#), [April 11, 2024](#) and [April 15, 2024](#).
- c. The description of the Common Stock, contained in [Exhibit 4.3](#) to the Company’s Annual Report on Form 10-K for the year ended February 2, 2020 (File No. 000-25349), including any subsequent amendment or any report subsequently filed for the purpose of updating such description.

All documents filed by the Company under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this registration statement and before the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in, and to be a part of, this registration statement from the date of filing of such documents (other than documents or information included in such documents deemed to have been furnished and not filed in accordance with Commission rules). Any statement contained in a document incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or in any other subsequently filed document that is incorporated by reference in this registration statement 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Virginia Stock Corporation Act (the “Act”) provides that, unless limited by its articles of incorporation, a Virginia corporation must indemnify a director or officer who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of the corporation against expenses incurred in connection with the proceeding.

The Act also permits a Virginia corporation to indemnify any director or officer who is party to a proceeding because he or she is or was a director or officer against any liability incurred if the director or officer (i) conducted himself or herself in good faith, (ii) believed, in the case of conduct in his or her official capacity, that such conduct was in the corporation’s best interests and, in all other cases, that his or her conduct was at least not opposed to the corporation’s best interests, and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, under the Act, a Virginia corporation may not indemnify any director or officer (i) in a proceeding by or in the right of the corporation, except for expenses incurred if it is determined that he or she has met the relevant standard of conduct or (ii) in connection with any proceeding in which he or she is adjudged liable on the basis that personal benefit was improperly received by him or her.

The Act further permits a Virginia corporation to make any further indemnity, including indemnity with respect to a proceeding by or in the right of the corporation, and to make additional provision for advances and reimbursement of expenses, to any director or officer that may be authorized by the articles of incorporation or any bylaw made by the shareholders or any resolution adopted, before or after the event, by the shareholders, except an indemnity against his or her willful misconduct or a knowing violation of the criminal law.

Under the Act, in any proceeding brought by or in the right of a corporation or by or on behalf of the corporation’s shareholders, the damages assessed against a director or officer arising out of a single transaction, occurrence or course of conduct cannot exceed the lesser of (i) the monetary amount, including the elimination of liability, specified in the articles of incorporation or, if approved by shareholders, the bylaws; or (ii) the greater of \$100,000 or the amount of cash compensation received by the officer or director from the corporation during the twelve months immediately preceding the act or omission for which liability was imposed. The liability of a director or officer is not limited, however, if the officer or director engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law, including, without limitation, any claim of unlawful insider trading or market manipulation.

The Registrant’s Articles of Incorporation provide for mandatory indemnification of its current and former directors and officers against all liabilities and reasonable expenses incurred by them in proceedings instituted or threatened against them by third parties, or by or on behalf of the Registrant itself, relating to the manner in which they performed their duties except for liabilities and reasonable expenses as are incurred because of his or her willful misconduct or a knowing violation of the criminal law.

In addition, the Registrant maintains directors’ and officers’ liability insurance that may provide indemnification to our officers and directors in certain circumstances.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed herewith as part of, or incorporated by reference in, this Registration Statement:

Exhibit No.

- 4.1 [Amended and Restated Articles of Incorporation of the Company, as amended September 16, 2021\(a\)](#)
- 4.2 [Amended and Restated Bylaws of the Company, as amended September 5, 2023\(b\)](#)
- 5.1 [Opinion regarding legality of the Common Stock offered hereunder \(c\)](#)
- 23.1 [Consent of KPMG LLP, Independent Registered Public Accounting Firm \(c\)](#)
- 23.2 [Consent of McGuireWoods LLP \(d\)](#)
- 24.1 [Power of Attorney \(c\)](#)
- 99.1 [2024 Amendment and Restatement of the Hooker Furnishings Corporation Stock Incentive Plan \(e\)](#)
- 107 [Filing Fee Table \(c\)](#)

- (a) Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 2021 (Commission File No. 000-25349)
- (b) Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 30, 2023 (Commission File No. 000-25349)
- (c) Filed with this Registration Statement
- (d) Contained in the Opinion filed as Exhibit 5.1
- (e) Incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement filed with the Commission on May 3, 2024 (Commission File No. 000-25349)

Item 9. Undertakings.

A) The undersigned Company 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 of 1933 (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 the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) of this section 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 Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the 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 Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, 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 Company pursuant to the provisions described in Item 6 above, or otherwise, the Company 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 Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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, as amended, 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 Martinsville, Commonwealth of Virginia, on June 5, 2024.

HOOKER FURNISHINGS CORPORATION

By: /s/ Paul A. Huckfeldt
Paul A. Huckfeldt
Chief Financial Officer, Senior Vice President – Finance
and Accounting

POWER OF ATTORNEY

Each of the undersigned hereby appoints Jeremy R. Hoff and Paul A. Huckfeldt, each of whom may act individually, as attorney-in-fact and agent for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, any and all amendments (including post-effective amendments) to this registration statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of securities covered hereby, with full power and authority to do and perform any and all acts and things as may be necessary or desirable in furtherance of such registration.

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/ Jeremy R. Hoff</u> Jeremy R. Hoff	Chief Executive Officer (Principal Executive Officer), Director	June 5, 2024
<u>/s/ Paul A. Huckfeldt</u> Paul A. Huckfeldt	Chief Financial Officer, Senior Vice President – Finance and Accounting (Principal Financial Officer and Principal Accounting Officer)	June 5, 2024
<u>/s/ W. Christopher Beeler, Jr.</u> W. Christopher Beeler, Jr.	Director (Board Chair)	June 5, 2024
<u>/s/ Maria C. Duey</u> Maria C. Duey	Director	June 5, 2024
<u>/s/ Paulette Garafalo</u> Paulette Garafalo	Director	June 5, 2024
<u>/s/ Tonya H. Jackson</u> Tonya H. Jackson	Director	June 5, 2024
<u>/s/ Ellen C. Taaffe</u> Ellen C. Taaffe	Director	June 5, 2024

[McGuireWoods LLP Letterhead]

June 5, 2024

Hooker Furnishings Corporation
440 East Commonwealth Boulevard
Martinsville, VA 24112

**Re: Registration Statement on Form S-8
1,270,432 Shares of Common Stock of Hooker Furnishings Corporation
Pursuant to the 2024 Amendment and Restatement of the Hooker Furnishings Corporation Stock Incentive Plan**

Ladies and Gentlemen:

We have acted as counsel to Hooker Furnishings Corporation, a Virginia corporation (the “**Corporation**”), in connection with the preparation and filing by the Corporation of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) on or about the date hereof pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration of 1,270,432 shares (the “**Shares**”) of the Corporation’s common stock, no par value per share (the “**Common Stock**”), issuable pursuant to the 2024 Amendment and Restatement of the Hooker Furnishings Corporation Stock Incentive Plan (the “**Plan**”).

This opinion letter is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this opinion letter, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Corporation, certificates of public officials and officers of the Corporation and such other documents, certificates and records as we have deemed necessary to render the opinions set forth herein, including, among other things the Plan and the Registration Statement, including the exhibits being filed therewith or incorporated by reference therein. In addition, we have examined and relied upon the following:

- (i) a certificate from an officer of the Corporation certifying as to (A) true and correct copies of the restated articles of incorporation and bylaws of the Corporation and (B) the resolutions of the board of directors of the Corporation with respect to the Plan;
- (ii) a certificate dated June 3, 2024 issued by the State Corporation Commission of the Commonwealth of Virginia, attesting to the corporate status and good standing of the Corporation in the Commonwealth of Virginia (the “**Good Standing Certificate**”).

Atlanta | Austin | Baltimore | Charlotte | Charlottesville | Chicago | Dallas | Houston | Jacksonville | London | Los Angeles - Century City
Los Angeles - Downtown | New York | Norfolk | Pittsburgh | Raleigh | Richmond | San Francisco | Tysons | Washington, D.C.

For purposes of the opinions expressed below, we have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to authentic original documents of all documents submitted to us as certified, electronic or photostatic copies and (v) the due authorization, execution and delivery of all documents by all parties and the validity, binding effect and enforceability thereof on such parties (other than the authorization, execution and delivery of certain documents by the Corporation).

As to factual matters, we have relied upon, and assumed the accuracy of, representations included in the documents submitted to us, upon certificates of officers of the Corporation and upon certificates of public officials, without independent investigation of their accuracy.

Based upon to the foregoing and such other information and documents as we have considered necessary for the purposes hereof, and subject to the assumptions, qualifications and limitations stated herein, we are of the opinion that:

1. The Corporation is a corporation validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Plan and any award agreement entered into under the Plan, the Shares will be validly issued, fully paid and nonassessable.

The opinions expressed above are limited to the laws of the Commonwealth of Virginia in effect on the date hereof. We do not express any opinion as to the laws of any other jurisdiction.

The opinion set forth in paragraph 1 above as to the valid existence and good standing of the Corporation is based solely upon our review of the Good Standing Certificate.

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

This opinion letter is rendered as of the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinion expressed herein. This opinion letter is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any matters beyond the matters expressly set forth herein.

Very truly yours,

/s/ McGuireWoods LLP



KPMG LLP
Suite 1000
620 S. Tryon Street
Charlotte, North Carolina 28202-1842

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated April 12, 2024, with respect to the consolidated financial statements of Hooker Furnishings Corporation and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Charlotte, North Carolina
June 5, 2024

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

HOOKER FURNISHINGS CORPORATION

(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 Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, with no par value	Rules 457(c) and 457(h)	1,270,432	\$16.30	\$20,708,041.60	0.00014760	\$3,056.51
Total Offering Amounts					\$ 20,708,041.60		\$3,056.51
Total Fee Offsets							—
Net Fee Due							\$3,056.51

(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”) also such indeterminable number of additional shares of Common Stock of Hooker Furnishings Corporation (the “Registrant”) that may become issuable under the 2024 Amendment and Restatement of the Hooker Furnishings Corporation Stock Incentive Plan to prevent dilution in the event of a reorganization, reclassification, stock split, dividend or distribution, or any similar transaction.

(2) Estimated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee, based on the average of the high and low prices per share of the Registrant’s Common Stock on May 29, 2024, as reported on the Nasdaq stock market.

Table 2: Fee Offset Claims and Sources

N/A