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

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

CARRIAGE SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

76-0423828
(I.R.S. Employer
Identification No.)

3040 Post Oak Blvd., Suite 300
Houston, Texas 77056
(Address of Principal Executive Offices) (Zip Code)

AMENDED AND RESTATED CARRIAGE SERVICES, INC. 2007 EMPLOYEE STOCK PURCHASE PLAN
CARRIAGE SERVICES, INC. 2017 OMNIBUS INCENTIVE PLAN
(Full Title of the plans)

Name, Address and Telephone Number of Agent for Service:

C. Benjamin Brink
Executive Vice President, Chief Financial Officer and Treasurer
3040 Post Oak Blvd., Suite 300
Houston, Texas 77056
(713) 332-8400

Copy of Communications to:

Nick D. Nicholas
Adam K. Nailey
Porter Hedges LLP
1000 Main Street, 36th Floor
Houston, Texas 77002
(713) 226-6642

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 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, indicated 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.

EXPLANATORY NOTE

In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of Registration Statement No. 333-162408 on Form S-8 filed by Carriage Services, Inc. (the “Company”) on October 9, 2009 and Registration Statement No. 333-225142 on Form S-8 filed by the Company on May 23, 2018 relating to shares of common stock, par value \$0.01 per share (“Common Stock”), issuable pursuant to the Amended and Restated Carriage Services, Inc. 2007 Employee Stock Purchase Plan (as amended, the “ESPP Plan”), along with the contents of Registration Statement No. 333-218115 on Form S-8 filed by the Company on May 19, 2017 relating to shares of Common Stock, issuable pursuant to the Carriage Services, Inc. 2007 Omnibus Incentive Plan (as amended, the “Omnibus Plan”). This registration statement, which is being filed to register an additional 300,000 shares of Common Stock made available for issuance pursuant to the ESPP Plan and an additional 1,500,000 shares of Common Stock made available for issuance pursuant to the Omnibus Plan, respectively and which are the same class as those shares of Common stock registered under the Company’s registration statements incorporated by reference in this registration statement, consists of the facing page, this page, other required information, required opinions, consents and other exhibits, and the signature page.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company incorporates by reference herein the following documents filed by it with the Securities and Exchange Commission (the “SEC”) pursuant to the Securities Exchange Act of 1934 (the “Exchange Act”), other than any portion of such documents or information deemed to have been furnished and not filed in accordance with SEC rules:

- (1) the Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020, filed with the SEC on February March 2, 2021, including those portions of the Company’s Definitive Proxy Statement on [Schedule 14A](#) filed with the SEC on April 5, 2021, incorporated by reference therein;
- (2) the Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2021](#), [June 30, 2021](#) and [September 30, 2021](#), filed with the SEC on May 5, 2021, August 4, 2021, and November 3, 2021, respectively;
- (3) A description of our common stock contained in our registration statement on [Form 8-A](#), filed with the SEC on December 4, 2002; and
- (4) the Company’s Current Reports on Form 8-K filed with the SEC on [January 26, 2021](#), [February 3, 2021](#), [February 11, 2021](#), [February 18, 2021](#), [April 30, 2021](#), [May 13, 2021](#), [May 19, 2021](#), [June 2, 2021](#), [July 30, 2021](#), and [November 23, 2021](#) (excluding any information furnished pursuant to Item 2.02 or Item 7.01, or any corresponding information furnished under Item 9.01, of any such Current Report on Form 8-K).

In addition, the Company incorporates by reference all documents filed by it pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01, or any corresponding information furnished under Item 9.01, on any Current Report on Form 8-K) subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold. All such incorporated documents shall be deemed to be a part of this registration statement from the dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference into 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 which also is or is deemed to be incorporated into this registration statement modifies or supersedes that 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 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation, as amended, of the Company. Incorporated by reference to Exhibit 3.1 to the Company’s Annual Report on Form 10-K for its fiscal year ended December 31, 1996, filed on March 20, 1997.
4.2	Certificate of Amendment dated May 7, 1997. Incorporated by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 1997, filed on November 14, 1997.
4.3	Certificate of Amendment dated May 7, 2002. Incorporated by reference to Exhibit 3.1 to the Company’s Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2002, filed on August 13, 2002.
4.4	Second Amended and Restated By-Laws of the Company date July 28, 2021. Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on July 30, 2021.
4.5	Amended and Restated Carriage Services, Inc. 2007 Employee Stock Purchase Plan. Incorporated by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarter ending September 30, 2013.
4.6	First Amendment to the Amended and Restated Carriage Services, Inc. 2007 Employee Stock Purchase Plan. Incorporated by reference to Appendix B to the Company’s Definitive Proxy Statement on Schedule 14A filed on April 4, 2018.
4.7	Second and Third Amendments to the Amended and Restated Carriage Services, Inc. 2007 Employee Stock Purchase Plan. Incorporated by reference to Appendix A and B, respectively, to the Company’s Definitive Proxy Statement on Schedule 14A filed on April 5, 2021.
4.8	Carriage Services, Inc. 2017 Omnibus Incentive Plan. Incorporated by reference to Appendix A to the Company’s Definitive Proxy Statement on Schedule 14A filed on April 5, 2017.
4.9	First Amendment to the Carriage Services, Inc. 2017 Omnibus Incentive Plan. Incorporated by reference to Appendix C to the Company’s Definitive Proxy Statement on Schedule 14A filed on April 5, 2021.
*5.1	Opinion of Porter Hedges LLP with respect to the legality of the securities.

- *23.1 [Consent of Grant Thornton LLP](#)
- *23.2 [Consent of Porter Hedges LLP \(included in Exhibit 5.1\).](#)
- *24.1 [Power of Attorney \(included on signature page of this registration statement\).](#)
- *107 [Filing Fee Table](#)

* 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 Houston, State of Texas, on this 22 day of February 2022.

CARRIAGE SERVICES, INC.

By: /s/ C. Benjamin Brink
C. Benjamin Brink,
Executive Vice President, Chief Financial
Officer and Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Melvin C. Payne, C. Benjamin Brink and Steven D. Metzger, and each of them, either of whom may act without joinder of the other, 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, to sign any or all pre- and post-effective amendments and supplements to this registration statement, and to file the same, or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of either of them, 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/ Melvin C. Payne</u> Melvin C. Payne	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 22, 2022
<u>/s/ C. Benjamin Brink</u> C. Benjamin Brink	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	February 22, 2022
<u>/s/ Adeola Olaniyan</u> Adeola Olaniyan	Corporate Controller and Principal Accounting Officer (Principal Accounting Officer)	February 22, 2022
<u>/s/ Donald D. Patteson, Jr.</u> Donald D. Patteson Jr.	Director	February 22, 2022
<u>/s/ Dr. Achille Messac</u> Dr. Achille Messac	Director	February 22, 2022
<u>/s/ Barry K. Fingerhut</u> Barry K. Fingerhut	Director	February 22, 2022
<u>/s/ Bryan D. Leibman</u> Bryan D. Leibman	Director	February 22, 2022
<u>/s/ Douglas B. Meehan</u> Douglas B. Meehan	Director	February 22, 2022

[Porter Hedges LLP Letterhead]

February 22, 2022

Carriage Services, Inc.
3040 Post Oak Blvd., Suite 300
Houston, Texas 77056

Re: Carriage Services, Inc. Registration Statement on Form S-8; Amended and Restated Carriage Services, Inc. 2007 Employee Stock Purchase Plan; Carriage Services, Inc. 2017 Omnibus Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Carriage Services, Inc., a Delaware corporation (the "Company"), in connection with the preparation for filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended. The Registration Statement relates to the registration of an additional 1,800,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), that are issuable pursuant to (i) the Company's Amended and Restated 2007 Employee Stock Purchase Plan (as amended, the "ESPP Plan"), and (ii) the Company's 2017 Omnibus Incentive Plan (as amended, the "Omnibus Plan" and, together with the ESPP Plan, the "Plans").

We have examined the Plans and such corporate records, documents, instruments and certificates of the Company, and have reviewed such questions of law as we have deemed necessary, relevant or appropriate to enable us to render the opinion expressed herein. In such examination, we have assumed without independent investigation the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons, and the conformity of any documents submitted to us as copies to their respective originals. As to certain questions of fact material to this opinion, we have relied without independent investigation upon statements or certificates of public officials and officers of the Company.

Based upon such examination and review, we are of the opinion that the Shares have been duly and validly authorized and will, upon issuance and delivery as contemplated by the Plans, be validly issued, fully paid and nonassessable outstanding shares of Common Stock.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that our firm is in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

The opinion set forth above is limited in all respects to matters of the General Corporation Law of the State of Delaware.

This opinion is rendered on the date hereof and we disclaim any duty to advise you regarding any changes in the matters addressed herein.

Very truly yours,

/s/ Porter Hedges LLP

PORTER HEDGES LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 2, 2021 with respect to the consolidated financial statements and internal control over financial reporting of Carriage Services, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2020, 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

Dallas, Texas
February 22, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Carriage Services, Inc.

(Exact Name of Registrant as Specified in its Charter)

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
Equity	Common Stock, par value \$0.01 per share(1)(2)	Other	1,800,000(1)	\$ 49.31(2)	\$88,758,000.00(2)	0.0000927	\$ 8,227.87
	Total Offering Amounts				\$88,758,000.00		—
	Total Fee Offsets						—
	Net Fee Due						\$ 8,227.87

- (1) Pursuant to Rule 416 under the Securities Act of 1933 (the “Securities Act”), this registration statement covers, in addition to the numbers of shares of common stock, par value \$0.01 (“Common Stock”), of the registrant shown in the table above, an indeterminate number of shares of Common Stock issuable as a result of the anti-dilution provisions of the Amended and Restated Carriage Services, Inc. 2007 Employee Stock Purchase Plan (as amended, the “ESPP Plan”) and the Carriage Services, Inc. 2017 Omnibus Incentive Plan (as amended, the “Omnibus Plan”).
- (2) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act, solely for purposes of calculating the registration fee, based on the average of the high and low sale prices per share of the Common Stock on February 18, 2022, as reported on the New York Stock Exchange. Pursuant to General Instruction E to Form S-8, the registration fee is calculated only with respect to additional securities registered under the ESPP Plan and Omnibus Plan, respectively.