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

**FORM S-8
REGISTRATION STATEMENT**
under
the SECURITIES ACT OF 1933

Bob's Discount Furniture, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

46-4501905
(I.R.S. Employer
Identification No.)

434 Tolland Turnpike
Manchester, CT 06042
(Address of Principal Executive Offices) (Zip Code)

BDF Holding Corp. 2014 Stock Option Plan
Bob's Discount Furniture, Inc. 2026 Equity Incentive Plan
(Full Title of the Plan)

William G. Barton
Chief Executive Officer and President
Bob's Discount Furniture, Inc.
434 Tolland Turnpike
Manchester, CT 06042
(860) 474-1200
(Name, Address and Telephone Number of Agent for Service)

with copies to:

Craig E. Marcus
Rachel D. Phillips
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, Massachusetts 02199
(617) 951-7000

Carl Lukach
Chief Financial Officer
Bob's Discount Furniture, Inc.
434 Tolland Turnpike
Manchester, CT 06042
(860) 474-1200

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8. Such information is not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. Such information has been or will be delivered to participants in the plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Bob's Discount Furniture, Inc. (the "Registrant") with the Commission are incorporated herein by reference:

- (1) The Registrant's Prospectus dated [February 4, 2026](#) and filed with the Commission pursuant to Rule 424(b) under the Securities Act relating to the Registrant's Registration Statement on Form S-1 as amended (Registration No. 333-292627), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed; and
- (2) The description of the Registrant's common stock, \$0.0001 par value per share, contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on [February 4, 2026](#) and any other amendments or reports filed for the purpose of updating such description (File No. 001-43101).

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act 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 by reference herein and to be part hereof from the date of filing of such reports and 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 the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed report or document which also is incorporated or is deemed to be incorporated by reference herein modifies or supersedes such earlier 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 145(a) of the General Corporation Law of the State of Delaware (the "DGCL") grants each corporation organized thereunder the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 145(b) of the DGCL grants each corporation organized thereunder the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or

in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its stockholders of monetary damages for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions), or (iv) for any transaction from which a director derived an improper personal benefit. Our second restated certificate of incorporation includes a provision that eliminates the personal liability of directors for monetary damages for actions taken as a director to the fullest extent authorized by the DGCL.

The underwriting agreement provides that the underwriters are obligated, under certain circumstances, to indemnify our directors, officers, and controlling persons against certain liabilities, including liabilities under the Securities Act. Please see the form of underwriting agreement previously filed as Exhibit 1.1 to the Registration Statement on Form S-1 (File No. 333-292627) filed on January 26, 2026.

Our second amended and restated bylaws indemnify the directors and officers to the full extent of the DGCL and also allow the board of directors to indemnify all other employees. Such right of indemnification is not exclusive of any right to which such officer or director may be entitled as a matter of law and shall extend and apply to the estates of deceased officers and directors. Section 145(f) of the DGCL further provides that a right to indemnification or to advancement of expenses arising under a provision of the bylaws shall not be eliminated or impaired by an amendment to such provision after the occurrence of the act or omission which is the subject of the civil, criminal, administrative or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought.

We have in effect insurance policies for general officers' and directors' liability insurance covering all of our officers and directors. In addition, we have entered into indemnification agreements with each of our executive officers and directors. These indemnification agreements provide the indemnitees with contractual rights to indemnification, and expense advancement and reimbursement, to the fullest extent permitted under the DGCL, subject to certain exceptions contained in those agreements.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>ExhibitNumber</u>	<u>Description</u>
4.1	<u>Form of Second Restated Certificate of Incorporation of Bob's Discount Furniture, Inc. (previously filed as Exhibit 3.1 to the Registration Statement on Form S-1 (File No. 333-292627) filed on January 26, 2026 and incorporated herein by reference).</u>
4.2	<u>Form of Second Amended and Restated Bylaws of Bob's Discount Furniture, Inc. (previously filed as Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-292627) filed on January 26, 2026 and incorporated herein by reference).</u>
4.3	<u>BDF Holding Corp. 2014 Stock Option Plan (previously filed as Exhibit 10.13 to the Registration Statement on Form S-1 (File No. 333-292627) filed on January 26, 2026 and incorporated herein by reference).</u>
4.4	<u>Bob's Discount Furniture, Inc. 2026 Equity Incentive Plan (previously filed as Exhibit 10.18 to the Registration Statement on Form S-1 (File No. 333-292627) filed on January 26, 2026 and incorporated herein by reference).</u>
5.1	<u>Opinion of Ropes & Gray LLP.</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Ropes & Gray LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of the Registration Statement).</u>
107	<u>Filing fee table.</u>

Item 9. Undertakings.

(a) The undersigned 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 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;
- (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) do not apply 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 Exchange Act 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 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 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 the 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 of 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.
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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 Manchester, Connecticut, on this 9th day of February, 2026.

BOB'S DISCOUNT FURNITURE, INC.

By: /s/ William G. Barton
Name: William G. Barton
Title: Chief Executive Officer, President and Director

* * *

SIGNATURES & POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints William G. Barton and Carl Lukach, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Bob's Discount Furniture, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitutes 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.

Signature	Title	Date
<u>/s/ William G. Barton</u> William G. Barton	Chief Executive Officer, President and Director (Principal Executive Officer)	February 9, 2026
<u>/s/ Carl Lukach</u> Carl Lukach	Chief Financial Officer, Executive Vice President and Treasurer (Principal Financial and Principal Accounting Officer)	February 9, 2026
<u>/s/ Edmond J. English</u> Edmond J. English	Executive Chairman	February 9, 2026
<u>/s/ Mir Aamir</u> Mir Aamir	Director	February 9, 2026
<u>/s/ Joshua Bekenstein</u> Joshua Bekenstein	Director	February 9, 2026
<u>/s/ Barbara Carbone</u> Barbara Carbone	Director	February 9, 2026
<u>/s/ Jennifer Davis</u> Jennifer Davis	Director	February 9, 2026
<u>/s/ Soyoung Kang</u> Soyoung Kang	Director	February 9, 2026
<u>/s/ John Kilgallon</u> John Kilgallon	Director	February 9, 2026
<u>/s/ Trevor Lang</u> Trevor Lang	Director	February 9, 2026
<u>/s/ Philip H. Loughlin</u> Philip H. Loughlin	Director	February 9, 2026
<u>/s/ Scott Williams</u> Scott Williams	Director	February 9, 2026

Calculation of Filing Fee Tables

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Bob's Discount Furniture, Inc.

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
1	Equity	BDF Holding Corp. 2014 Stock Option Plan - Common Stock, \$0.0001 par value per share	Other	7,523,166	\$ 2.9697	\$ 22,341,546.07	0.0001381	\$ 3,085.37
2	Equity	Bob's Discount Furniture, Inc. 2026 Equity Incentive Plan - Common Stock, \$0.0001 par value per share	Other	13,036,706	\$ 17.40	\$ 226,838,684.40	0.0001381	\$ 31,326.42
Total Offering Amounts:						\$ 249,180,230.47		\$ 34,411.79
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 34,411.79

Offering Note

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1a. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Act") this Registration Statement also covers such additional shares of common stock, par value \$0.0001 per share ("Common Stock") as may issued to prevent dilution from stock splits, stock dividends and similar transactions.

1b. Represents shares of Common Stock issuable upon exercise or settlement of awards previously granted under the BDF Holding Corp. 2014 Stock Option Plan (the "2014 Plan") that are outstanding as of the date of this Registration Statement.

1c. Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Act. For the shares of Common Stock reserved for issuance upon the exercise of outstanding awards under the 2014 Plan, the Proposed Maximum Offering Price Per Share is \$2.9697 per share, which is the weighted average exercise price (rounded to the nearest cent) of the outstanding awards under the 2014 Plan.

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See note 1a.

2a. Represents shares of Common Stock reserved for issuance upon exercise of options or in respect of other awards under the Bob's Discount Furniture, Inc. 2026 Equity Incentive Plan (the "2026 Plan") (inclusive of shares subject to awards granted under the 2014 Plan prior to the date hereof). The 2026 Plan includes an "evergreen" provision, which provides that on January 1st of each year beginning in 2027, the number of shares of Common Stock available for issuance under the 2026 Plan will automatically increase in an amount equal to the lesser of (i) four percent (4%) of the number of shares of Common Stock outstanding as of the close of business on the immediately preceding December 31 and (ii) the number of shares of Common Stock determined by the board of directors of the Registrant on or prior to such date for such year.



ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

February 9, 2026

Bob's Discount Furniture, Inc.
434 Tolland Turnpike
Manchester, Connecticut 06042

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Bob's Discount Furniture, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of an aggregate of 20,559,872 shares of Common Stock, \$0.0001 par value per share, of the Company (the "Shares"). The Shares are issuable under the Company's 2014 Stock Option Plan and the Company's 2026 Equity Incentive Plan (each, a "Plan" and collectively, the "Plans").

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the applicable Plan, the Shares will be validly issued, fully paid and nonassessable.

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

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Bob's Discount Furniture, Inc. of our report dated September 19, 2025, except for the effects of the reverse stock split discussed in Note 2 to the consolidated financial statements, as to which the date is January 26, 2026, relating to the financial statements, which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-292627) of Bob's Discount Furniture, Inc.

/s/ PricewaterhouseCoopers LLP

Hartford, Connecticut
February 9, 2026