

As filed with the Securities and Exchange Commission on July 31, 2025

Registration No. \_\_\_\_\_

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

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

**STRAWBERRY FIELDS REIT, INC.**

(Exact name of registrant as specified in its charter)

\_\_\_\_\_  
Maryland  
(State or other jurisdiction of  
Company or organization)

\_\_\_\_\_  
84-2336054  
(I.R.S. Employer  
Identification No.)

6101 Nimtz Parkway, South Bend, IN 46628  
(Address of Principal Executive Offices and Zip Code)

2021 Equity Incentive Plan  
(Full title of the plan)

Steven Greenfield, Esq.  
Strawberry Fields REIT, Inc.  
5683 North Lincoln Ave.  
Chicago, Illinois 60659  
(Name and address of agent for service)

(574) 807-0800  
(Telephone number, including area code, of agent for service)

Copies of all communications, including copies of all communications  
sent to agent for service, should be sent to:

Richard Pearlman Esq.  
Igler and Pearlman, P.A.  
2457 Care Drive, Suite 203  
Tallahassee, Florida 32308

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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: ☒

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## **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.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed by Strawberry Fields REIT, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

1. The Company’s [Form 10-K](#), filed on March 13, 2025.
2. All reports filed subsequent to that date pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
3. The description of Company common stock contained in [Exhibit 4.1](#) to the Company’s Form 10-K, filed on March 13, 2025.

All other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all the shares of Company common stock offered hereby have been sold or which deregisters all the shares of Company common stock then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such 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. Interest of Named Experts and Counsel.**

Not applicable.

#### **Item 6. Indemnification of Directors and Officers.**

Maryland law permits a Maryland corporation to include in its charter a provision eliminating the liability of its directors and officers to the corporation and its stockholders for money damages, except for liability resulting from (1) actual receipt of an improper benefit or profit in money, property or services or (2) active and deliberate dishonesty that is established by a final judgment as being material to the cause of action. Our charter contains a provision that eliminates such liability to the maximum extent permitted by Maryland law.

Our charter obligates us, to the fullest extent permitted by Maryland law in effect from time to time, to indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, pay or reimburse reasonable expenses of our officers and directors against liabilities to the maximum extent permitted by Maryland law, as amended from time to time.

Maryland law requires a corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made, or threatened to be made, a party by reason of their service in those or other capacities unless it is established that:

- the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty;
- the director or officer actually received an improper personal benefit in money, property or services; or
- in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful.

However, under Maryland law, a Maryland corporation may not indemnify a director or officer for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification if it determines that the director or officer is fairly and reasonably entitled to indemnification, and then only for expenses. In addition, Maryland law permits a Maryland corporation to advance reasonable expenses to a director or officer upon its receipt of:

- a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation; and
- a written undertaking by the director or officer or on the director's or officer's behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the director or officer did not meet the standard of conduct.

Our charter obligates us, to the maximum extent permitted by Maryland law in effect from time to time, to indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, pay or reimburse reasonable expenses in advance of final disposition of such a proceeding to:

- any present or former director or officer of the Company who is made, or threatened to be made, a party to the proceeding by reason of his or her service in that capacity; or
- any individual who, while a director or officer of the Company and at our request, serves or has served as a director, officer, partner, trustee, member or manager of another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in that capacity.

Our charter also permits us to indemnify and advance expenses to any individual who served our predecessor company in any of the capacities described above and to any employee or agent of the Company or such predecessor.

We entered into customary indemnification agreements with our directors and executive officers that will require us, among other things, to indemnify our directors and executive officers against certain liabilities that may arise by reason of their status as directors or officers to the maximum extent permitted by Maryland law and provide for the advancement of expenses in connection therewith.

The foregoing is only a general summary of certain aspects of Maryland law and our governing documents, and does not purport to be complete. It is qualified in its entirety by reference to our bylaws, which are filed as an exhibit to this registration statement, and to the relevant provisions of Maryland law.

Insofar as indemnification for liabilities arising under the Securities Act, may be permitted for our directors and officers, or for persons controlling us, pursuant to our charter, bylaws or Maryland law, or pursuant to an indemnification agreement, we acknowledge that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Name</b>	<b>Filed Herewith</b>
4.1	<a href="#"><u>Description of Capital Stock incorporated herein by reference to Exhibit 4.1 to the Form 10-K filed with the Securities and Exchange Commission as of March 13, 2025</u></a>	
4.2	<a href="#"><u>Strawberry Fields REIT, Inc. 2021 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.7 to the Registration Statement on Form 10 filed with the Securities and Exchange Commission as of July 12, 2022</u></a>	
5.1	<a href="#"><u>Opinion of Shapiro Sher Guinot &amp; Sandler, P.A. regarding the validity of the securities being registered</u></a>	*
23.1	<a href="#"><u>Consent of Hacker, Johnson &amp; Smith, PA</u></a>	*
23.2	<a href="#"><u>Consent of Shapiro Sher Guinot &amp; Sandler, P.A. (included in Exhibit 5.1)</u></a>	*
24.1	<a href="#"><u>Power of Attorney (included on signature page to this registration statement)</u></a>	*
107*	<a href="#"><u>Filing Fee Table.</u></a>	

**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 a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent 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 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 Registrant 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 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 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, 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 South Bend, State of Indiana on July 21, 2025.

### STRAWBERRY FIELDS REIT, INC.

By: /s/ Moishe Gubin

Moishe Gubin

Chairman and Chief Executive Officer

Principal Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Moishe Gubin and Jeffrey Bajtner, and each of them, their true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in their name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and any additional related registration statement filed pursuant to Rule 462 under the Securities Act of 1933, as amended (including post-effective amendments to the registration statement and any such related registration statements), and to file the same, with all exhibits thereto, and any other documents in connection therewith, granting unto said attorneys-in-fact and agents 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment to the Registration Statement has been signed by the following persons on July 21, 2025 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Moishe Gubin</u> Moishe Gubin	Chairman and Chief Executive Officer (Principal Executive Officer)

<u>/s/ Greg Flamion</u> Greg Flamion	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Michael Blisko</u> Michael Blisko	Director
<u>/s/ Jack Levine</u> Jack Levine	Director
<u>/s/ Mark Myers</u> Mark Myers	Director
<u>/s/ Stanford Gertz</u> Stanford Gertz	Director
<u>/s/ Ted Lerman</u> Ted Lerman	Director

**Exhibit 5.1**

**SHAPIRO SHER GUINOT & SANDLER, P.A.**

July 31, 2025

Strawberry Fields REIT, Inc.  
6101 Nimtz Parkway  
South Bend, Indiana 46628

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to Strawberry Fields REIT, Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law relating to the registration by the Company of 968,650 shares (the “Shares”) of common stock, par value \$0.0001 per share (the “Common Stock”), of the Company that the Company may issue subsequent to the date hereof pursuant to the Strawberry Fields REIT, Inc. 2021 Equity Incentive Plan, as amended (the “Plan”), covered by the above-referenced Registration Statement, and all amendments thereto (the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “1933 Act”), on or about the date hereof.

***I. Documents Reviewed and Matters Considered***

In our capacity as counsel to the Company and for purposes of this opinion, we have examined the following documents (all of which are collectively called the “Documents”):

(i) the Plan;

(ii) the Registration Statement;

(iii) the charter of the Company (the “Charter”), certified by the Maryland State Department of Assessments and Taxation (the “SDAT”);

(iv) the Amended and Restated Bylaws of the Company (the “Bylaws”), certified as of the date hereof by an officer of the Company;

(v) a Certificate of Status of the SDAT to the effect that the Company is in good standing, dated as of a recent date;

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Strawberry Fields REIT, Inc.

July 31, 2025

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(vi) resolutions adopted by the Board of Directors of the Company relating to, among other matters, the registration and issuance of the Shares and the approval of the Plan (the “Resolutions”), certified as of the date hereof by an officer of the Company;

(vii) a certificate executed by an officer of the Company, dated as of the date hereof, as to such matters as we deem necessary and appropriate to enable us to render this opinion letter;

(viii) the Company’s Form 8-K filed with the Commission on June 3, 2024, whereby the Company reported that the stockholders of the Company duly approved an amendment to the Plan at the annual meeting of stockholders of the Company held on May 30, 2024, increasing the aggregate number of shares of Common Stock authorized for issuance under the Plan from 250,000 to 1,000,000 shares; and

(ix) such other documents and matters as we have deemed necessary and appropriate to render the opinions set forth in this letter, subject to the assumptions, qualifications, and limitations noted herein.

## ***II. Assumptions***

In reaching the opinions set forth below, we have assumed the following:

(a) Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

(b) Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

(c) All Documents submitted to us as originals are authentic. All Documents submitted to us as certified, photostatic, or other copies conform to the original documents. All Documents upon which we have relied are accurate and complete. All public records reviewed or relied upon by us or on our behalf are true and complete and remain so as of the date of this letter.

(d) The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered.

(e) All signatures on the Documents submitted to us for examination are genuine.

(f) There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any of the provisions of the Documents, by actions or omission of the parties or otherwise.

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Strawberry Fields REIT, Inc.

July 31, 2025

(g) Each individual executing a certificate is authorized to do so and has knowledge about all matters stated therein. The contents of each such certificate are accurate and complete and remain so as of the date of this letter.

(h) None of the Shares will be issued in violation of any restriction or limitation contained in the Charter or the Plan. Upon any issuance of Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter or the Plan.

(i) Each award that provides for the potential issuance of a Share pursuant to the Plan will be duly authorized and validly granted in accordance with the Plan.

### ***III. Opinions***

Based on our review of the foregoing and subject to the assumptions, qualifications, and limitations set forth herein, it is our opinion, as of the date of this letter, that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and if issued and delivered by the Company subsequent to the date hereof pursuant to the Charter, the Bylaws, the Resolutions, the Registration Statement, the Plan, and any applicable award agreement, the Shares will be validly issued, fully paid and nonassessable.

### ***IV. Qualifications and Limitations***

In addition to the other matters set forth in this letter, the opinions set forth herein are also subject to the following qualifications:

(A) We express no opinion as to the laws of any jurisdiction other than the laws of the State of Maryland and as used herein “law” means such laws. We express no opinion as to the principles of conflict of laws of any jurisdiction, including the laws of the State of Maryland. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers.

(B) We assume no obligation to supplement our opinions if any applicable law changes after the date of this letter or if we become aware of any facts that might change the opinions expressed in this letter after the date of this letter.

(C) The opinions expressed in this letter are limited to the matters set forth in this letter, and no other opinions shall be implied or inferred beyond the matters expressly stated.

(D) This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of the name of our firm therein. In giving such consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ SHAPIRO SHER GUINOT & SANDLER, P.A.

SHAPIRO SHER GUINOT & SANDLER, P.A.

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### Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Strawberry Fields REIT, Inc. and Subsidiaries (the “Company”) of our report dated March 13, 2025, relating to the consolidated financial statements of the Company appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2024.

/s/ Hacker, Johnson & Smith PA

HACKER, JOHNSON & SMITH PA  
Tampa, Florida  
July 31, 2025

### CALCULATION OF FILING FEE TABLES

#### **Form S-8** **(Form Type)**

Strawberry Fields REIT, Inc.  
**(Exact Name of Registrant as Specified in its Charter)**

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
<b>Newly Registered Securities</b>								
Fees to be Paid	Equity	Common Stock	Rule 457(c)	968,650 <sup>(1)</sup>	\$ 10.30 <sup>(2)</sup>	\$9,977,095	\$153.10 per \$1,000,000	\$ 1,527.49
<b>Total Offering Amounts</b>						\$9,977,095		\$ 1,527.49
<b>Total Fees Previously Paid</b>								\$ 0
<b>Total Fee Offsets</b>								\$ 0
<b>Net Fee Due</b>								\$ 1,527.49

(1) Plus an indeterminate number of shares which may be required to be issued or may be issued pursuant to the antidilution provisions of the plan for stock splits, stock dividends or similar transactions.

(2) The registrant calculates the proposed maximum aggregate offering price in accordance with Rule 457(c), based on the last trading price on the NYSE American on July 29, 2025.