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

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

CLIMB GLOBAL SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-3136104
(I.R.S. Employer
Identification Number)

4 Industrial Way West, Suite 300
Eatontown, New Jersey
(Address of Principal Executive Offices)

07724
(Zip Code)

Amended and Restated Climb Global Solutions, Inc. 2021 Omnibus Incentive Plan
(Full title of the plan)

Dale Foster
Chief Executive Officer
Climb Global Solutions, Inc.
4 Industrial Way West, Suite 300
Eatontown, New Jersey 07724
(Name and address of agent for service)

(732) 389-0932
(Telephone number, including area code, of agent for service)

Copy to:

W. Bryan Rakes
Gabriel M. Steele
Venable LLP
750 East Pratt Street, Suite 900
Baltimore, MD 21202
(410) 244-7400

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed by Climb Global Solutions, Inc., a Delaware corporation (the "Registrant"), relating to 1,810,000 shares of common stock, \$0.01 par value per share (the "Common Stock"), of the Registrant issuable under the Amended and Restated Climb Global Solutions, Inc. 2021 Omnibus Incentive Plan (the "Plan"). At the 2026 Annual Meeting of Stockholders of the Registrant held on June 2, 2026, the Registrant's stockholders approved the Plan and the authorization of an additional 1,810,000 shares of Common Stock available for issuance under the Plan. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Plan as the result of any stock splits, stock dividends or similar transactions.

This Registration Statement is filed pursuant to General Instruction E to Form S-8. Accordingly, this Registration Statement hereby incorporates by reference the contents of the registration statement on Form S-8 filed by the Registrant on June 21, 2021 (File No. 333-257231) (the "Prior Registration Statement"), with respect to the Plan, except as otherwise amended, updated or supplemented herein.

This Registration Statement relates solely to the registration of additional securities of the same class as are registered on the Prior Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Item 1 and Item 2 of Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428(b)(1) under the Securities Act, and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I have been or will be delivered to the participants in the Plan as required by Rule 428(b)(1) under the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the "Commission") as part of this Registration Statement or as prospectuses or prospectus supplements, in accordance with Rule 424 under the Securities Act. Such documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8 and the Prior Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Commission:

- (a) the Registrant's [Annual Report on Form 10-K](#) for the year ended December 31, 2025, filed with the Commission on February 27, 2026;
- (b) the Registrant's Definitive Proxy Statement on [Schedule 14A](#) relating to the 2026 Annual Meeting of Stockholders, filed with the Commission on April 24, 2026;
- (c) the Registrant's [Quarterly Report on Form 10-Q](#) for the quarter ended March 31, 2026, filed with the Commission on April 30, 2026 (the "Form 10-Q");
- (d) the Registrant's Current Reports on Form 8-K filed with the Commission on [February 24, 2026](#), [March 2, 2026](#), [March 20, 2026](#), [April 23, 2026](#), and [June 4, 2026](#); and
- (e) the description of the Registrant's Common Stock contained in its Form 8-A, filed with the Commission on July 18, 1995, as updated by the description of the Registrant's Common Stock filed as Exhibit 4.3 to its Annual Report on Form 10-K for the year ended December 31, 2023, including any further amendments or reports filed for the purpose of updating such description.

As disclosed in the Current Report on Form 8-K filed on March 20, 2026, and incorporated by reference, the Registrant completed a four-for-one forward stock split of the Registrant's issued common stock on March 20, 2026 (the "Stock Split"). As a result of the Stock Split, references made to share or per share amounts in the accompanying consolidated financial statements and applicable disclosures in the Form 10-Q incorporated by reference had been retroactively adjusted to reflect the Stock Split. For purposes of this Registration Statement, the Form 10-K incorporated by reference has not been retroactively recast to reflect the Stock Split, as the Stock Split does not represent a material change in the Registrant's affairs within the meaning of General Instruction G.2 to Form S-8.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items) after the date of this Registration Statement but 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 in this Registration Statement and to be a part hereof from the date of filing of such 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 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 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.

Exhibit No.	Description
4.1	Form of Restated Certificate of Incorporation of the Registrant (1)
4.2	Certificate of Amendment of Restated Certificate of Incorporation of the Registrant (2)
4.3	Certificate of Amendment of Restated Certificate of Incorporation of the Registrant (3)
4.4	Certificate of Amendment of Restated Certificate of Incorporation of the Registrant (4)
4.5	Amended and Restated Bylaws of the Registrant (5)
5.1*	Opinion of Venable LLP
23.1*	Consent of BDO USA, P.C., An Independent Registered Public Accounting Firm
23.2*	Consent of Deloitte & Touche LLP
23.3*	Consent of Venable LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page to this Registration Statement)
99.1	Amended and Restated Climb Global Solutions, Inc. 2021 Omnibus Incentive Plan (6)
107*	Calculation of Filing Fee Table

- (1) Incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Commission on March 11, 2025.
- (2) Incorporated by reference to Exhibit 3.1(a) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006, filed with the Commission on November 3, 2006.
- (3) Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on October 27, 2022.
- (4) Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on March 20, 2026.
- (5) Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 8, 2022.
- (6) Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on June 4, 2026.
- * filed herewith.
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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 Eatontown, New Jersey, on June 9, 2026.

CLIMB GLOBAL SOLUTIONS, INC.

By: /s/ Matthew Sullivan
Matthew Sullivan
Chief Financial Officer

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dale Foster and Matthew Sullivan, and each of them, his, her or their true and lawful attorneys in fact and agents, with full power of substitution and resubstitution, for him, her or them and in his, her or their name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said 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, as fully to all intents and purposes as he, she or they might or could do in person, hereby ratifying and conforming all that said attorneys in fact and agents, and each of them, or their respective substitutes, and each 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/ Dale Foster</u> Dale Foster	Chief Executive Officer and Director (principal executive officer)	June 9, 2026
<u>/s/ Matthew Sullivan</u> Matthew Sullivan	Chief Financial Officer (principal financial officer and principal accounting officer)	June 9, 2026
<u>/s/ John McCarthy</u> John McCarthy	Chairman of the Board of Directors	June 9, 2026
<u>/s/ Andrew Bryant</u> Andrew Bryant	Director	June 9, 2026
<u>/s/ Paul Giovacchini</u> Paul Giovacchini	Director	June 9, 2026

[VENABLE LLP LETTERHEAD]

June 9, 2026

Climb Global Solutions, Inc.
 4 Industrial Way West, Suite 300
 Eatontown, New Jersey 07724

Re: Climb Global Solutions, Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as counsel to Climb Global Solutions, Inc., a Delaware corporation (the "Company"), in connection with certain matters of Delaware law relating to the issuances of up to 1,810,000 shares (the "Shares") of common stock, par value \$0.01 per share (the "Common Stock"), of the Company, pursuant to the Amended and Restated Climb Global Solutions, Inc. 2021 Omnibus Incentive Plan (the "Plan"), covered by the Registration Statement on Form S-8, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") on or about the date hereof under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. The Registration Statement in the form in which it was transmitted to the Commission under the 1933 Act;
2. The Certificate of Incorporation of the Company, as amended and restated, certified by the Secretary of State of the State of Delaware (the "Secretary of State");
3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company (the "Board") relating to the approval of the Plan and the issuance of the Shares, certified as of the date hereof by an officer of the Company;
5. The report of the Inspector of Election certifying as to the quorum and approval of the Plan at the 2026 Annual Meeting of Stockholders of the Company held on June 2, 2026, certified as of the date hereof by an officer of the Company;
6. The Plan, certified as of the date hereof by an officer of the Company;
7. A certificate of the Secretary of State as to the good standing of the Company, dated as of a recent date;
8. A certificate executed by an officer of the Company, dated as of the date hereof; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
4. All Documents submitted to us as originals are authentic. 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. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
5. Upon the issuance of any of the 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.
6. Each option, deferred stock award, restricted stock award, stock bonus award, stock appreciation right, stock unit award or other security exercisable or exchangeable for a Share pursuant to the Plan (each, an "Award") will have been duly authorized, validly granted and duly exercised or exchanged in accordance with the terms of the Plan, including any stock option, deferred stock award, restricted stock award, stock bonus award, stock appreciation right, stock unit or similar award agreement entered into in connection therewith.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and is validly existing under the laws of the State of Delaware and is in good standing with the Secretary of State.
2. The issuance of the Shares pursuant to the Plan has been duly authorized and, when and to the extent issued and delivered by the Company in accordance with the Registration Statement, the Plan, the Resolutions, any applicable Award and any other resolutions adopted by the Board or a duly authorized committee thereof relating thereto, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the Delaware General Corporation Law, and we do not express any opinion herein concerning United States federal law or the laws of any other state. We express no opinion as to the compliance with any federal or state securities laws, including the securities laws of the State of Delaware, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by any law other than the Delaware General Corporation Law, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the

opinion expressed herein after the date hereof.

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 an exhibit to the Registration Statement and to the use of the name of our firm therein. 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 1933 Act.

Very truly yours,

/s/ Venable LLP

Consent of Independent Registered Public Accounting Firm

Climb Global Solutions, Inc.
Eatontown, New Jersey

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report, dated March 5, 2024, relating to the consolidated financial statements as of December 31, 2023 and for the year then ended, of Climb Global Solutions, Inc., appearing in the Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ BDO USA, P.C.
Woodbridge, New Jersey

June 9, 2026

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2026, relating to the consolidated financial statements and financial statement schedule of Climb Global Solutions, Inc. and subsidiaries, and the effectiveness of Climb Global Solutions, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Deloitte and Touche LLP
New York, New York
June 9, 2026

