

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

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

**ATLAS ENERGY SOLUTIONS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**93-2154509**  
(I.R.S. Employer  
Identification No.)

**5918 W. Courtyard Drive, Suite 500**  
**Austin, Texas**  
(Address of Principal Executive Offices)

**78730**  
(Zip Code)

**Atlas Energy Solutions Inc. Employee Stock Purchase Plan**  
(Full title of the plan)

**John Turner**  
**President and Chief Executive Officer**  
**5918 W. Courtyard Drive, Suite 500**  
**Austin, Texas 78730**  
(Name and address of agent for service)  
**(512) 220-1200**  
(Telephone number, including area code, of agent for service)

*Copies of all communications, including communications sent to agent for services, should be sent to:*

**Thomas G. Zentner**  
**Vinson & Elkins L.L.P.**  
**200 West 6th Street, Suite 2500**  
**Austin, Texas 78701**  
**(512) 542-8400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer  Accelerated filer   
Non-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 of 1933, as amended (the "Securities Act").

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Atlas Energy Solutions Inc., a Delaware corporation (the “Company” or “Registrant”) for the purpose of registering shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), reserved for issuance under the Atlas Energy Solutions Inc. Employee Stock Purchase Plan (the “Plan”). The maximum number of shares of Common Stock reserved and available for issuance under the Plan is 6,000,000 shares of Common Stock, subject to certain adjustment as provided under the Plan. The Plan was adopted by the Registrant’s Board of Directors on January 28, 2026 and approved by the Registrant’s stockholders on May 7, 2026.

### PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The Registrant will provide all participants in Atlas Energy Solutions Inc. Employee Stock Purchase Plan with the document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the U.S. Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with Rule 428 of the Securities Act, the Registrant has not filed such document(s) with the Commission, but such document(s) (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428(a)(2) of the Securities Act. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents have been filed by the Registrant with the Commission and are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed by the Registrant with the Commission on February 24, 2026 (the “10-K”);
- b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2026, filed with the Commission on May 5, 2026;
- c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [February 2, 2026](#), [March 10, 2026](#), [April 1, 2026](#), [April 6, 2026](#), [April 9, 2026](#) and [May 8, 2026](#) (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K or any exhibit solely related thereto);
- d) The description of the Registrant’s securities registered under Section 12 of the Exchange Act contained in Exhibit 4.2 to the 10-K and any amendment or any report subsequently filed for the purpose of updating such descriptions; and
- e) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2025.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to 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 also be deemed to be incorporated by reference herein and to be a part hereof from the dates 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 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.**

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (the “DGCL”) empowers a corporation to indemnify any person who was or is a party or who 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 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), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding 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, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation 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 acted in any of the capacities set forth above, against expenses (including attorneys’ fees) actually and reasonably incurred by the 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, 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 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 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person’s heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who 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 any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation’s certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (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 which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit.

The Company's amended and restated certificate of incorporation provides for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and the Company's amended and restated bylaws provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL.

In addition, the Company has entered into indemnification agreements with each of its directors and officers. These agreements require the Company to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to the Company, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. The Company also intends to enter into indemnification agreements with its future directors and officers.

The Company maintains liability insurance policies that indemnify its directors and officers against various liabilities, including certain liabilities arising under the Securities Act and the Exchange Act, which may be incurred by them in their capacity as such.

The Company entered into an underwriting agreement in connection with its initial public offering, which provides for indemnification of its directors and officers by the underwriters against certain liabilities arising under the Securities Act or otherwise in connection with such offering.

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

Not applicable.

**Item 8. Exhibits.**

The exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement, which precedes such exhibits and is incorporated herein by reference.

**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 the 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Filing 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) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic 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 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.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">4.1</a>	Amended and Restated Certificate of Incorporation of Atlas Energy Solutions Inc., as filed with the Secretary of State of the State of Delaware on October 2, 2023 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Commission File No. 001-41828) filed on October 3, 2023).
<a href="#">4.2</a>	Amended and Restated Bylaws of Atlas Energy Solutions Inc., effective as of October 2, 2023 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (Commission File No. 001-41828) filed on October 3, 2023).
<a href="#">4.3</a>	Atlas Energy Solutions Inc. Employee Stock Purchase Plan. (incorporated by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A filed on March 27, 2026 (Commission File No. 001-41828)).
<a href="#">5.1*</a>	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered.
<a href="#">23.1*</a>	Consent of Ernst & Young LLP (independent registered public accounting firm to Atlas Energy Solutions Inc.).
<a href="#">23.2*</a>	Consent of John T. Boyd company, independent mining engineers and geologists.
<a href="#">23.3*</a>	Consent of Vinson & Elkins L.L.P. (included as part of its opinion filed as Exhibit 5.1).
<a href="#">24.1*</a>	Power of Attorney (included as part of the signature pages to this Registration Statement).
<a href="#">107.1*</a>	Calculation of Filing Fee Tables.

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Austin, State of Texas, on May 13, 2026.

### ATLAS ENERGY SOLUTIONS INC.

By: /s/ John Turner  
Name: John Turner  
Title: President and Chief Executive Officer

### POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on May 13, 2026, each person whose signature appears below appoints John Turner and Dathan C. Voelter, and each of them, any of whom may act without the joinder of the other, as 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 and all amendments (including post-effective amendments) to this Registration Statement, and any additional registration statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, 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, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<b>Signature</b>	<b>Title</b>
<u>/s/ Ben M. Brigham</u> Ben M. Brigham	Executive Chairman
<u>/s/ John Turner</u> John Turner	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Blake McCarthy</u> Blake McCarthy	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Gayle Burleson</u> Gayle Burleson	Director
<u>/s/ Mike Howard</u> Mike Howard	Director
<u>/s/ A. Lance Langford</u> A. Lance Langford	Director
<u>/s/ Mark P. Mills</u> Mark P. Mills	Director
<u>/s/ Douglas Rogers</u> Douglas Rogers	Director
<u>/s/ Robb L. Voyles</u> Robb L. Voyles	Director



May 13, 2026

Atlas Energy Solutions Inc.  
5918 W. Courtyard Drive, Suite 500  
Austin, TX 78730

Ladies and Gentlemen:

We have acted as counsel for Atlas Energy Solutions Inc., a Delaware corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of an aggregate of up to 6,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission on May 13, 2026, which Shares may be issued from time to time in accordance with the terms of the Atlas Energy Solutions Inc. Employee Stock Purchase Plan (as amended from time to time, the “Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

**Vinson & Elkins LLP Attorneys at Law**  
Austin Brussels Dallas Denver Dubai Dublin Houston London  
Los Angeles New York Richmond San Francisco Tokyo Washington

Texas Tower, 845 Texas Avenue, Suite 4700  
Houston, TX 77002  
**Tel** +1.713.758.2222 **Fax** +1.713.758.2346 [velaw.com](http://velaw.com)

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof, and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

This opinion may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.  
Vinson & Elkins L.L.P.

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Atlas Energy Solutions Inc. Employee Stock Purchase Plan of our reports dated February 24, 2026, with respect to the consolidated financial statements of Atlas Energy Solutions Inc. and the effectiveness of internal control over financial reporting of Atlas Energy Solutions Inc., included in its Annual Report (Form 10-K), filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, Texas  
May 13, 2026

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**John T. Boyd Company**  
Mining and Geological Consultants

**Chairman**  
James W. Boyd

May 13, 2026  
File: 3871.010

**President**  
John T. Boyd II

Atlas Energy Solutions Inc.  
5918 W. Courtyard Drive, Suite 500  
Austin, TX 78730

**CEO**  
Carlos F. Barrera

Subject: Consent to be Named in Annual Report and Registration Statement

**Managing Director and COO**  
Ronald L. Lewis

Ladies and Gentlemen:

**Vice Presidents**  
Robert J. Farmer  
Jisheng (Jason) Han  
John L. Weiss  
Michael F. Wick  
William P. Wolf

The undersigned hereby consents to the references to our firm in the form and context in which they appear in this Registration Statement on Form S-8 pertaining to the Atlas Energy Solutions Inc. Employee Stock Purchase Plan (the "Registration Statement"). We hereby further consent to (i) the incorporation by reference into the Registration Statement (including any amendment thereto, any related prospectus and any related prospectus supplement) of information contained in our reports setting forth the estimates of reserves of the (a) OnCore Plants of Hi-Crush Operating, LLC (f/k/a Hi-Crush Inc.) ("Hi-Crush Operating") as of December 31, 2024, (b) Kermit Mine of Hi-Crush Operating as of December 31, 2023, and (c) Kermit and Monahans Mines of Atlas Sand Company, LLC as of December 31, 2023, in each case included in Atlas Energy Solutions Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025, filed with the U.S. Securities and Exchange Commission.

**Managing Director - Australia**  
Jacques G. Steenekamp

Respectfully submitted,

**Managing Director - China**  
Rongjie (Jeff) Li

JOHN T. BOYD COMPANY

**Managing Director - North LATAM**  
Alejandro Echavarría

By: /s/ Ronald L. Lewis  
Ronald L. Lewis  
Managing Director and COO

**Pittsburgh**  
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## Calculation of Filing Fee Tables

**Form S-8**  
**Registration Statement Under**  
**The Securities Act Of 1933**  
 (Form Type)

**Atlas Energy Solutions Inc.**  
 (Exact Name of Registrant as Specified in its Charter)

**Table 1 – Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule (3)	Amount Registered (1)(2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Rule 457(c) and Rule 457(h)	6,000,000	\$17.86	\$107,160,000	\$138.10 per \$1,000,000	\$14,798.80
<b>Total Offering Amounts</b>						\$107,160,000	\$14,798.80
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$14,798.80

- (1) The Form S-8 registration statement to which this Exhibit 107.1 is attached (the “Registration Statement”) registers 6,000,000 shares of common stock, par value \$0.01 per share (the “Common Stock”), of Atlas Energy Solutions Inc., a Delaware corporation, that may be delivered with respect to awards under the Atlas Energy Solutions Inc. Employee Stock Purchase Plan (as amended from time to time, the “Plan”), which consist of shares of Common Stock reserved and available for issuance under the Plan and additional shares of Common Stock that may again become available for issuance under the Plan pursuant to the reallocation provisions of the Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions.
- (3) The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Common Stock covered by this Registration Statement have been estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of a share of Common Stock as reported on the NYSE on May 7, 2026 (a date within five business days prior to the date of filing the Registration Statement), which was equal to \$17.86.