

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

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

Binah Capital Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

88-3276689
(I.R.S. Employer
Identification Number)

Binah Capital Group, Inc. 2024 Equity Incentive Plan
(Full title of the plan)

Craig Gould
Chief Executive Officer
80 State Street
Albany, NY 12207
(212) 404-7002

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Gerry Williams
Penny J. Minna
DLA Piper LLP (US)
One Atlantic Center
1201 West Peachtree Street, Suite 2900
Atlanta, GA 30309
(404) 736-7891

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 checked="" 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Binah Capital Group, Inc. (the “*Company*” and the “*Registrant*”) to register an additional 336,000 shares of the Company’s common stock, par value \$0.0001 per share (the “*Common Stock*”), that became available for issuance under the Company’s 2024 Equity Incentive Plan (the “*Plan*”) as a result of the automatic annual increases to the share reserve that occurred on January 1, 2025 in the amount of 160,000 shares and on January 1, 2026 in the amount of 176,000 shares, pursuant to the evergreen provision set forth in the Plan.

The Registrant previously filed a Registration Statement on Form S-8 (File No. 333-286609) with the Securities and Exchange Commission (the “*Commission*”) on April 17, 2025 to register 1,600,000 shares of Common Stock issuable under the Plan, (the “*Prior Registration Statement*”). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the new information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated by reference into this Registration Statement:

- The Company’s [Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Commission on March 31, 2026](#);
- The information specifically incorporated by reference into our [Annual Report on Form 10-K for the fiscal year ended December 31, 2025](#) from our [Definitive Proxy Statement on Schedule 14A, filed with the SEC on June 2, 2025](#)
- All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the document referred to in (1) above; and
- The description of our capital stock contained in Exhibit 4.3 to our [Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on March 31, 2026](#).

All documents subsequently filed by the Company 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 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

Reference is made to the attached Exhibit Index, which is incorporated by reference herein.

EXHIBIT INDEX

4.1	Amended and Restated Certificate of Incorporation of Binah Capital Group, Inc. (incorporated by reference to Exhibit 3.1 to Binah Capital Group, Inc.'s Current Report on Form 8-K/A filed with the SEC on March 22, 2024)
4.2	Bylaws of Binah Capital Group, Inc. (incorporated by reference to Exhibit 3.2 to Binah Capital Group, Inc.'s Current Report on Form 8-K/A filed with the SEC on March 22, 2024)
4.3	Certificate of Designations of the Series A Convertible Participating Preferred Stock (incorporated by reference to Exhibit 4.5 to Binah Capital Group, Inc.'s Form 8-K, filed with the SEC on March 21, 2024)
4.3.1	Amended and Restated Certificate of Designations of the Series A Junior Convertible Preferred Stock (incorporated by reference to Exhibit 4.1 to Binah Capital Group, Inc.'s Form 8-K filed with the SEC on December 26, 2024)
4.4	Certificate of Designations of the Series B Junior Convertible Preferred Stock (incorporated by reference to Exhibit 4.1 to Binah Capital Group, Inc.'s Form 10-Q for the Quarterly Period ended September 30, 2024, filed with the SEC on November 14, 2024)
4.4.1	Amended and Restated Certificate of Designations of the Series B Junior Convertible Preferred Stock (incorporated by reference to Exhibit 4.1 to Binah Capital Group, Inc.'s Form 8-K, filed with the SEC on February 27, 2026)
5.1*	Opinion of DLA Piper LLP (US)
23.1*	Consent of DLA Piper LLP (US) (contained in Exhibit 5.1)
23.2*	Consent of FGМК LLC, independent registered public accounting firm for Binah Capital Group, Inc.
24.1*	Power of Attorney (included on signature page)
99.1	Binah Capital Group, Inc. 2024 Equity Incentive Plan incorporated by reference to Binah Capital Group, Inc.'s Registration Statement on Form S-8 (Reg. No. 333-286609) filed with the SEC on April 17, 2025)
99.2	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.1 to Binah Capital Group, Inc.'s Form 10-Q for the Quarterly Period ended June 30, 2025 filed with the SEC on August 13, 2025)
99.3	Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.2 to Binah Capital Group, Inc.'s Form 10-Q for the Quarterly Period ended June 30, 2025 filed with the SEC on August 13, 2025)
99.4	Form of Director Stock Option Agreement (incorporated by reference to Exhibit 10.3 to Binah Capital Group, Inc.'s Form 10-Q for the Quarterly Period ended June 30, 2025 filed with the SEC on August 13, 2025)
99.5	Form of Executive Officer Stock Option Agreement (incorporated by reference to Exhibit 10.4 to Binah Capital Group, Inc.'s Form 10-Q for the Quarterly Period ended June 30, 2025 filed with the SEC on August 13, 2025)
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized, on this April 2, 2026.

Binah Capital Group, Inc.

By: /s/ Craig Gould
Name: Craig Gould
Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Craig Gould, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States 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 in connection therewith, 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 any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of the Company in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Craig Gould</u> Craig Gould	Chief Executive Officer and Director (Principal Executive Officer)	April 2, 2026
<u>/s/ David Shane</u> David Shane	Chief Financial Officer and Director (Principal Financial Officer)	April 2, 2026
<u>/s/ David Crane</u> David Crane	Director	April 2, 2026
<u>/s/ Daniel Hynes</u> Daniel Hynes	Director	April 2, 2026
<u>/s/ Joel Marks</u> Joel Marks	Director	April 2, 2026



DLA Piper LLP (US)
650 South Exeter Street
Suite 1100
Baltimore, Maryland 21202
www.dlapiper.com

T 410.580.3000
F 410.580.3001

April 2, 2026

Binah Capital Group, Inc.
80 State Street
Albany, New York, 12207

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We serve as counsel to Binah Capital Group, Inc., a Delaware corporation (the “Company”), and have been requested to render this opinion in connection with the Company’s Registration Statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”) on the date hereof. On March 15, 2024 the Board of Directors of the Company (the “Board”) approved the 2024 Equity Incentive Plan (the “Plan”) for the issuance of up to 1,600,000 shares (the “Initial Shares”) of common stock, par value \$0.0001 per share, of the Company (the “Common Stock”), which was subsequently approved by the stockholders of the Company, effective as of March 15, 2024. The Company registered the Initial Shares for issuance under the Plan in a Registration Statement on Form S-8, File No. 333-286609, filed with the Commission on April 17, 2025. Pursuant to the Registration Statement, the Company is registering an additional 336,000 shares of Common Stock (the “Evergreen Shares”) for issuance under the Plan, which became available as a result of the automatic annual increases to the share reserve that occurred on January 1, 2025 in the amount of 160,000 shares and on January 1, 2026 in the amount of 176,000 shares, pursuant to the evergreen provision set forth in Section 4.1 of the Plan. This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with our representation of the Company, and as a basis for the opinion expressed herein, we have reviewed originals or copies, certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

- (a) Amended and Restated Certificate of Incorporation of Binah Capital Group, Inc. (in the form attached to the Secretary’s Certificate (as defined below));
 - (b) the Bylaws of Binah Capital Group, Inc. (the “Bylaws”), as amended to the date hereof and as in effect on the date hereof (in the form attached to the Secretary’s Certificate);
 - (c) resolutions adopted by the Board of Directors of the Company relating to the approval of the Plan and the Evergreen Shares, the authorization and approval of the preparation and filing of the Registration Statement, and the issuance of the Evergreen Shares (in the form attached to the Secretary’s Certificate);
 - (d) the Registration Statement;
 - (e) the Plan;
-



- (f) a good standing certificate for the Company, dated as of the date hereof, issued by the Delaware Secretary of State; and
- (g) a certificate executed by the Secretary of the Company (the “Secretary’s Certificate”), dated as of the date hereof, as to certain factual matters therein.

In rendering the opinion set forth below, we have assumed, without independent investigation, the following:

- (1) Each individual executing any of the Documents, whether on behalf of such individual or an entity, is legally competent to do so.
- (2) Each individual executing any of the Documents on behalf of a party is duly authorized to do so.
- (3) All Documents submitted to us as originals are authentic and complete. All Documents submitted to us as certified or photostatic copies are complete and conform to the original documents. All signatures on all Documents are genuine and valid (including, without limitation, signatures via DocuSign or other electronic technology, stamp, typewritten, conformed or other type of signature). All public records reviewed or relied upon by us or on our behalf are true and complete. All statements and information contained in the Documents are true and complete. There has been no oral or written modification or amendment to the Documents by action or omission of the parties or otherwise.
- (4) That the Company will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the exercise of options or the settlement of awards under the Plan.

As to questions of fact and the consequences thereof relevant to the opinions expressed herein, we have, to the extent deemed appropriate, relied without independent investigation or verification upon, and assumed the accuracy and completeness of, representations of certain officers and employees of the Company.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware (the “DGCL”), and we express no opinion as to the laws of any other state or jurisdiction. With respect to our opinions based on the DGCL, our examination has been limited to a review of the DGCL as reported in an official version of the State of Delaware statutory code available at <https://delcode.delaware.gov>. Our review of the Delaware laws referred to in this paragraph has been limited to review of statutory code provisions and has not included commentary, regulations, or case law. The individual lawyers within our firm who have devoted significant attention to this matter on behalf of the Company are not members of the bar in Delaware and do not purport to be experts on the laws of the State of Delaware generally. With your permission such opinions are based solely upon such limited review.

Based on the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, with respect to the Evergreen Shares to be issued after the filing of the Registration Statement, it is our opinion that the Evergreen Shares to be issued under the Plan have been duly authorized, and upon the issuance and delivery of the Evergreen Shares in the manner contemplated by the Plan and the Registration Statement, and assuming the Company completes all actions and proceedings required on its part to be taken prior to the issuance and delivery of the Evergreen Shares pursuant to the terms of the Plan, including, without limitation, collection of any required payment for the Evergreen Shares, the Evergreen Shares will be validly issued, fully paid and non-assessable.



In addition to the qualifications set forth above, the foregoing opinion is further qualified as follows:

- (a) The foregoing opinion is rendered as of the date hereof. We assume no obligation to update such opinion to reflect any facts or circumstances that may hereafter come to our attention or changes in the law which may hereafter occur.
- (b) We do not express any opinion herein with respect to the qualification of the Evergreen Shares under the securities or blue sky laws of any state or any foreign jurisdiction.
- (c) We have assumed that the issuance of the Evergreen Shares, together with any other shares of Common Stock then outstanding will not cause the Company to issue shares of Common Stock in excess of the number of such shares then authorized under its Amended and Restated Certificate of Incorporation. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized but unissued and otherwise unreserved stock a sufficient number of shares of Common Stock as were approved by the Company's stockholders for issuance under the Plan. We have also assumed that the Company will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the Evergreen Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Plan. We have also assumed that the offer and sale of the Evergreen Shares complies and will comply in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan.
- (d) This opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement and the use of our name wherever it appears in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Commission promulgated thereunder or Item 509 of Regulation S-K.

Very truly yours,

DLA PIPER LLP (US)

/s/ DLA PIPER LLP (US)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Binah Capital Group, Inc. of our report dated March 31, 2026, with respect to the consolidated financial statements, which appears in Binah Capital Group, Inc.'s Form 10-K for the years ended December 31, 2025 and 2024, as filed with the Securities and Exchange Commission.

/s/ FGМК, LLC

Chicago, Illinois
April 2, 2026
