

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

**FORM S-8**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**FORD MOTOR COMPANY**

(Exact name of registrant as specified in its charter)

Delaware

38-0549190

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

One American Road, Dearborn, Michigan  
(Address of Principal Executive Offices)

48126-1899  
(Zip Code)

**FORD MOTOR COMPANY 2023 LONG-TERM INCENTIVE PLAN**

(Full Title of Plan)

The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 19801  
(800) 677-3394

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

### REGISTRATION OF ADDITIONAL SHARES

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by Ford Motor Company (“Ford” or the “Company”) to register an additional 50,000,000 shares of common stock, par value \$0.01 per share, of the Company (the “Shares”) for issuance under the Ford Motor Company 2023 Long-Term Incentive Plan (the “2023 Plan”).

Pursuant to the Registration Statements on Form S-8 (File Nos. [333-271592](#) and [333-278918](#)) filed with the Securities and Exchange Commission (the “Commission”) on May 3, 2023 and April 25, 2024, respectively (the “Prior Registration Statements”), the Company previously registered an aggregate of 185,000,000 Shares for issuance under the 2023 Plan. The Company is filing this Registration Statement to register 50,000,000 additional Shares reserved for issuance under the 2023 Plan. Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements, except to the extent supplemented, amended or superseded by the information set forth herein.

The documents containing the information specified in Part I of Form S-8 will be sent or given to the persons participating in the 2023 Plan, as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

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

- (a) the Prior Registration Statements;
- (b) [the Company's Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Commission on February 6, 2025 \(File No. 001-03950\) \(the "Annual Report"\)](#);
- (c) [the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2025, filed with the Commission on May 6, 2025 \(File No. 001-03950\)](#);
- (d) all other reports filed by the Company pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since December 31, 2024 (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on that form that relate to such items); and
- (e) the description of the Company's common stock contained in Exhibit 4-B to the Company's Annual Report, including any amendments or reports filed for the purpose of updating such description.

All other reports and documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which de-registers all securities then remaining unsold shall be deemed incorporated by reference into this Registration Statement and a part of this Registration Statement from the date of filing of these documents, except for documents or information deemed furnished and not filed in accordance with the rules of the Commission. 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 subsequently filed document that also 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 8. Exhibits.**

**Exhibit Number**

**Exhibit Description**

<a href="#"><u>Exhibit 4.1</u></a>	<a href="#"><u>Ford Motor Company 2023 Long-Term Incentive Plan, as amended, effective as of January 1, 2025. Incorporated by reference to Exhibit 10-T to the Annual Report on Form 10-K for the year ended December 31, 2024.</u></a>
<a href="#"><u>Exhibit 5.1</u></a>	<a href="#"><u>Opinion of Sarah E. Fortt, Secretary and Deputy General Counsel of Ford Motor Company, with respect to the legality of the securities being registered hereunder. Filed with this Registration Statement.</u></a>
<a href="#"><u>Exhibit 23.1</u></a>	<a href="#"><u>Consent of Independent Registered Public Accounting Firm. Filed with this Registration Statement.</u></a>
<a href="#"><u>Exhibit 23.2</u></a>	<a href="#"><u>Consent of Sarah E. Fortt, Secretary and Deputy General Counsel of Ford Motor Company (included in Exhibit 5.1).</u></a>
<a href="#"><u>Exhibit 24.1</u></a>	<a href="#"><u>Powers of Attorney authorizing signature. Filed with this Registration Statement.</u></a>
<a href="#"><u>Exhibit 24.2</u></a>	<a href="#"><u>Certified resolutions of Board of Directors authorizing signature pursuant to a power of attorney. Filed with this Registration Statement.</u></a>
<a href="#"><u>Exhibit 107</u></a>	<a href="#"><u>Filing Fee Table. Filed with this Registration Statement.</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:

(A) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended;

(B) 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 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(C) 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)(A) and (a)(1)(B) 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 Securities Exchange Act of 1934, as amended, that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, 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 hereof.

(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 of 1933, as amended, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934, as amended) 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 of 1933, as amended (the "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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Dearborn, State of Michigan, on this 30<sup>th</sup> day of July, 2025.

FORD MOTOR COMPANY

By: James D. Farley, Jr.\*  
(James D. Farley, Jr.)  
Chief Executive Officer

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

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>William Clay Ford, Jr.*</u> (William Clay Ford, Jr.)	Director, Chair of the Board, Executive Chair, Chair of the Office of the Chair and Chief Executive Committee, and Chair of the Finance Committee	July 30, 2025
<u>James D. Farley, Jr.*</u> (James D. Farley, Jr.)	Director, President and Chief Executive Officer (principal executive officer)	July 30, 2025
<u>Kimberly A. Casiano*</u> (Kimberly A. Casiano)	Director	July 30, 2025
<u>Adriana Cisneros*</u> (Adriana Cisneros)	Director	July 30, 2025
<u>Alexandra Ford English*</u> (Alexandra Ford English)	Director	July 30, 2025
<u>Henry Ford III*</u> (Henry Ford III)	Director	July 30, 2025
<u>William W. Helman IV*</u> (William W. Helman IV)	Director and Chair of the Sustainability, Innovation and Policy Committee	July 30, 2025
<u>Jon M. Huntsman, Jr.*</u> (Jon M. Huntsman, Jr.)	Director	July 30, 2025

<u>William E. Kennard*</u> (William E. Kennard)	Director and Chair of the Nominating and Governance Committee	July 30, 2025
<u>John C. May II*</u> (John C. May II)	Director	July 30, 2025
<u>Beth E. Mooney*</u> (Beth E. Mooney)	Director	July 30, 2025
<u>Lynn Vojvodich Radakovich*</u> (Lynn Vojvodich Radakovich)	Director and Chair of the Compensation, Talent and Culture Committee	July 30, 2025
<u>John L. Thornton*</u> (John L. Thornton)	Director	July 30, 2025
<u>John B. Veihmeyer*</u> (John B. Veihmeyer)	Director and Chair of the Audit Committee	July 30, 2025
<u>John S. Weinberg*</u> (John S. Weinberg)	Director	July 30, 2025
<u>Mark Kosman*</u> (Mark Kosman)	Chief Accounting Officer(principal accounting officer)	July 30, 2025
<u>Sherry A. House*</u> (Sherry A. House)	Chief Financial Officer (principal financial officer)	July 30, 2025
<u>*By:/s/ Sarah E. Fortt</u> (Sarah E. Fortt, Attorney-in-Fact)		



July 30, 2025

Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

Re: Registration of Securities

To Whom It May Concern:

This will refer to the Registration Statement on Form S-8 (the "Registration Statement") that is being filed by Ford Motor Company (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), with respect to 50,000,000 shares of Common Stock, par value \$0.01 per share, of the Company ("Common Stock"), relating to the Ford Motor Company 2023 Long-Term Incentive Plan (the "Plan").

As Deputy General Counsel and Secretary of the Company, I am familiar with the Restated Certificate of Incorporation and the By-Laws of the Company and with its affairs, including the actions taken by the Company in connection with the Plan. I also have examined such other documents and instruments and have made such further investigation as I have deemed necessary or appropriate in connection with this opinion.

Based upon the foregoing, it is my opinion that:

- (1) The Company is duly incorporated and validly existing as a corporation under the laws of the State of Delaware.
- (2) All necessary corporate proceedings have been taken to authorize the issuance of the shares of Common Stock being registered under the Registration Statement, and all such shares of Common Stock, when issued and delivered pursuant to the Company's Restated Certificate of Incorporation and the Plan, and when the Registration Statement shall have become effective, will be legally issued and will be fully paid and non-assessable.

I hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission issued thereunder.

Very truly yours,

/s/ Sarah E. Fortt

Sarah E. Fortt

Deputy General Counsel and Secretary

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Ford Motor Company of our report dated February 5, 2025 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Ford Motor Company's Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Detroit, Michigan  
July 30, 2025

**POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENTS AND LISTING APPLICATIONS  
COVERING COMMON STOCK, DEBT SECURITIES,  
GUARANTEES AND OTHER SECURITIES  
ISSUED BY FORD MOTOR COMPANY**

The undersigned, a director, officer, or employee of FORD MOTOR COMPANY (the “Company”), appoints each of Sarah E. Fortt, Blair F. Petrillo, Douglas J. Cropsey, and David J. Witten his or her true and lawful attorney and agent to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable in order to enable the Company to (i) register the above-captioned securities for issuance and sale under, and otherwise to comply with, the United States Securities Act of 1933, as amended, or any other applicable law, and any requirements of the United States Securities and Exchange Commission or any other applicable governmental or regulatory agency or authority in respect thereof, including, but not limited to, power and authority to sign his or her name (whether on behalf of the Company or otherwise) to one or more Registration Statements, any amendments thereto and any of the exhibits, financial statements, schedules or prospectuses filed therewith, and to file them with such Commission, agency or authority, and (ii) list the above-captioned securities with any stock exchange, including, but not limited to, power and authority to sign his or her name (whether on behalf of the Company or otherwise) to one or more listing applications, any amendments thereto and any of the exhibits, financial statements or schedules filed therewith, and to file them with any such stock exchange, in each case, all as authorized at a meeting of the Board of Directors of the Company held on March 12, 2025. The undersigned ratifies and confirms all that any of the attorneys and agents shall do or cause to be done by virtue hereof. Any one of the attorneys and agents shall have, and may exercise, all the powers conferred by this instrument.

Each of the undersigned has signed his or her name as of July 9, 2025.

/s/ James D. Farley\*  
James D. Farley

/s/ William C. Ford, Jr.\*  
William C. Ford, Jr.

/s/ Sherry A. House\*  
Sherry A. House

/s/ Mark Kosman\*  
Mark Kosman

/s/ Kimberly A. Casiano\*  
Kimberly Casiano

/s/ Adriana Cisneros\*  
Adriana Cisneros

/s/ Alexandra Ford English\*  
Alexandra Ford English

/s/ Henry Ford III\*  
Henry Ford III

/s/ William W. Helman IV\*

William W. Helman IV

/s/ William E. Kennard\*

William E. Kennard

/s/ Beth E. Mooney\*

Beth E. Mooney

/s/ John B. Veihmeyer\*

John B. Veihmeyer

/s/ John S. Weinberg\*

John S. Weinberg

/s/ Jon M. Huntsman, Jr. \*

Jon M. Huntsman, Jr.

/s/ John C. May\*

John C. May

/s/ John L. Thornton\*

John L. Thornton

/s/ Lynn Vojvodich Radakovich\*

Lynn Vojvodich Radakovich

## FORD MOTOR COMPANY

The undersigned, Blair F. Petrillo, an Assistant Secretary of Ford Motor Company, a Delaware corporation (the “Company”), DOES HEREBY CERTIFY THAT the resolutions attached hereto are true and correct copies of the resolutions excerpted from the minutes of proceedings of the Board of Directors of the Company; such resolutions were duly adopted by the Board of Directors of the Company at a meeting held on March 12, 2025, and such resolutions are in full force and effect on the date hereof.

WITNESS my hand this 30th day of July, 2025.

/s/ Blair F. Petrillo

Blair F. Petrillo

Assistant Secretary

**RESOLUTIONS RELATING TO EQUITY PLANS**

RESOLVED, That, in order to comply with the Securities Act of 1933, as amended, or with the applicable laws of any other jurisdiction, the directors and appropriate officers of the Company be and hereby are authorized to sign and execute on their own behalf, or in the name and on behalf of the Company, or both, as the case may be, any and all Registration Statements and amendments to Registration Statements relating to the Ford Motor Company Deferred Compensation Plan, the Ford Motor Company Benefit Equalization Plan, the Ford Motor Company Savings and Stock Investment Plan for Salaried Employees, the Ford Motor Company Tax-Efficient Savings Plan for Hourly Employees, the Stock Plans For Non-Employee Directors of Ford Motor Company, the Ford Motor Company Long-Term Incentive Plans, and such other employee or director plans as may be adopted by the Company or any of its subsidiaries (collectively, the “Equity Plans”), including the Prospectuses and the exhibits and other documents relating thereto or required by law or regulation in connection therewith, all in such form as such directors and officers may deem necessary, appropriate, or desirable, as conclusively evidenced by their execution thereof; and that the appropriate officers of the Company, and each of them, be and hereby are authorized to cause such Registration Statements and amendments, so executed, to be filed with the United States Securities and Exchange Commission (the “Commission”) or with any other applicable governmental or regulatory agency or authority (“Other Commission”).

RESOLVED, That each officer and director who may be required to sign and execute any of the aforesaid Registration Statements or amendments or any document in connection therewith (whether on behalf of the Company, or as an officer or director of the Company, or otherwise) be and hereby is authorized to execute a power of attorney appointing S. E. Fortt, B. F. Petrillo, D. J. Cropsey, and D. J. Witten, each of them, severally, his or her true and lawful attorney or attorneys to sign in his or her name, place, and stead in any such capacity any and all such Registration Statements and amendments, further amendments thereto, and documents in connection therewith, and to file the same with the Commission or Other Commission, each of said attorneys to have power to act with or without the other, and to have full power and authority to do and perform, in the name and on behalf of each of said officers and directors who shall have executed such a power of attorney, every act whatsoever necessary or advisable to be done in connection therewith as fully and to all intents and purposes as such officer or director might or could do in person.

RESOLVED, That shares of the Company's Common Stock, par value \$0.01 per share ("Common Stock"), and obligations of the Company be and hereby are authorized to be issued and sold from time to time to satisfy Common Stock requirements and obligations under the Equity Plans, and when any shares of Common Stock are issued and paid for in accordance with the Equity Plans they will be fully paid and non-assessable.

RESOLVED, That the Company may deliver shares of Common Stock from its treasury to satisfy Common Stock requirements of the Equity Plans.

RESOLVED, That the appropriate officers of the Company, and each of them, be and hereby are authorized and empowered, in the name and on behalf of the Company, to take any action (including, without limitation, the payment of expenses and the purchase and sale of securities to support the Company's obligations under the Equity Plans) and to execute (by manual, facsimile, PDF, or other form of electronic signature) and deliver any and all agreements, certificates, instruments, and documents (under the corporate seal of the Company or otherwise) as such officer or officers may deem necessary, appropriate, or desirable in order to carry out the purposes and intents of each and all of the foregoing resolutions.

# Calculation of Filing Fee Tables

## S-8

### FORD MOTOR CO

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, \$0.01 par value	Other	50,000,000	\$ 11.37	\$ 568,500,000.00	0.0001531	\$ 87,037.35
Total Offering Amounts:					\$ 568,500,000.00		\$ 87,037.35
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 87,037.35

#### Offering Note

1

This estimate is made pursuant Rule 457(c) and (h)(1) of the Securities Act of 1933, as amended (the "Securities Act") solely for purposes of calculating the registration fee. The price per share and the aggregate offering price are based on the average of the high and low prices of the Company's Common Stock as reported on the New York Stock Exchange on July 23, 2025, in accordance with Rules 457(c) and (h) under the Securities Act.

The number of shares being registered includes shares of Common Stock of the Company to be issued to participants pursuant to the Ford Motor Company 2023 Long-Term Incentive Plan, including but not limited to stock awards, stock options, performance-based restricted stock units, stock appreciation rights, and other stock-based awards.

The registrant does not have any fee offsets.

---