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

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

JELD-WEN HOLDING, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

93-1273278
(IRS Employer
Identification No.)

2645 Silver Crescent Drive
Charlotte, North Carolina
(Address of Principal Executive Offices)

28273
(Zip Code)

JELD-WEN Holding, Inc. 2026 Omnibus Equity Plan
(Full title of the plan)

James S. Hayes
Executive Vice President, General Counsel & Corporate Secretary
JELD-WEN Holding, Inc.
2645 Silver Crescent Drive
Charlotte, North Carolina 28273
(Name and address of agent for service)

(704) 378-5700
(Telephone number, including area code, of agent for service)

Copies to:

Christopher J. Gyves
Sudhir N. Shenoy
Womble Bond Dickinson (US) LLP
301 S. College St., Suite 3500
Charlotte, North Carolina 28202
(704) 331-4900

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

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.

EXPLANATORY NOTE

JELD-WEN Holding, Inc. (the “**Company**”) has prepared this Registration Statement on Form S-8 (the “**Registration Statement**”) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the “**Securities Act**”), to register 3,000,000 shares of the Company’s common stock, par value \$0.01 per share, available for issuance under the JELD-WEN Holding, Inc. 2026 Omnibus Equity Plan.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act. Documents containing the information required by Part I of the Registration Statement will be sent or given to Plan participants as specified by Rule 428(b)(1) under the Securities Act.

PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025 (File No. 001-38000), filed with the United States Securities and Exchange Commission (the “**Commission**”) on February 23, 2026 (the “**Form 10-K**”), including information specifically incorporated by reference into the Form 10-K from the Registrant’s Definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on March 12, 2026;
- (2) The Registrant’s Current Reports on 8-K, filed with the Commission on [January 5, 2026](#) (other than with respect to the disclosure under Item 7.01); and [April 24, 2026](#); and
- (3) The description of the Common Stock contained in [Exhibit 4.1](#) to the Form 10-K, including any amendments or supplements thereto filed for the purpose of updating such description.

In addition, all reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act, as amended (the “**Exchange Act**”), on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereunder have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and

not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any document or any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 102 of the General Corporation Law of the State of Delaware (the “**DGCL**”) allows a corporation to eliminate the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except in cases where the director breached his or her duty of loyalty to the corporation or its stockholders, failed to act in good faith, engaged in intentional misconduct or a knowing violation of the law, willfully or negligently authorized the unlawful payment of a dividend, approved an unlawful stock redemption or repurchase or obtained an improper personal benefit. The Registrant’s Second Amended and Restated Certificate of Incorporation (“**Certificate**”) contains a provision which eliminates directors’ personal liability as set forth above.

The Registrant’s Certificate and Fourth Amended and Restated Bylaws (“**Bylaws**”) provide in effect that the Registrant shall indemnify its directors and officers to the extent permitted by the Delaware law. Section 145 of the DGCL provides that a Delaware corporation has the power to indemnify its directors, officers, employees, and agents in certain circumstances. Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any director, officer, employee or agent, or former director, officer, employee or agent, who was or is a party or 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), against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, provided that such director, officer, employee or agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, provided that such director, officer, employee or agent had no reasonable cause to believe that his or her conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any director, officer, employee or agent, or former director, officer, employee or agent, 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 such person acted in any of the capacities set forth above, against expenses (including attorneys’ fees) actually and reasonably incurred in connection with the defense or settlement of such action

or suit provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may 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 that despite the adjudication of liability such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 145 further provides that to the extent that a present or former director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145 or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith; that indemnification provided by Section 145 shall not be deemed exclusive of any other rights to which the party seeking indemnification may be entitled; that the corporation is empowered to purchase and maintain insurance on behalf of a director, officer, employee or agent of the corporation against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such whether or not the corporation would have the power to indemnify him or her against such liabilities under Section 145; and that, unless indemnification is ordered by a court, the determination that indemnification under subsections (a) and (b) of Section 145 is proper because the director, officer, employee or agent has met the applicable standard of conduct under such subsections shall be made by (i) a majority vote of the directors who are not parties to such action, suit or proceeding (or a committee of such directors designated by majority vote of such directors), even though less than a quorum, (ii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion or (iii) by the stockholders.

The right to indemnification conferred by the Registrant's Certificate and Bylaws also includes the right to be paid the expenses (including attorneys' fees) incurred by a present or former director or officer in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of its final disposition, provided, however, that if Delaware law requires, an advancement of expenses incurred by a director or officer in his or her capacity as a director or officer shall be made only upon delivery to the Registrant of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified for such expenses under the Registrant's Certificate, Bylaws, or otherwise.

In addition, the Registrant has entered into indemnification agreements with each of its directors and certain of its officers, a form of which is filed as Exhibit 10.32 to the Form 10-K. These agreements require the Registrant to indemnify such persons to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to the Registrant, and to advance expenses incurred as a result of any action, suit or proceeding against them as to which they could be indemnified.

The Registrant has in effect insurance policies for general officers' and directors' liability insurance covering all of its officers and directors.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1 ⁽¹⁾	Second Amended and Restated Certificate of Incorporation of JELD-WEN Holding, Inc.
4.2 ⁽²⁾	Fourth Amended and Restated Bylaws of JELD-WEN Holding, Inc.
5.1	Opinion of Womble Bond Dickinson (US) LLP.
23.1	Consent of Womble Bond Dickinson (US) LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (contained on signature page hereto).
99.1 ⁽³⁾	JELD-WEN Holding, Inc. 2026 Omnibus Equity Plan.
107.1	Calculation of Filing Fee Tables.
(1)	Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-38000), filed with the Commission on May 4, 2022.
(2)	Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-38000), filed with the Commission on February 9, 2024.
(3)	Incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K (File No. 001-38000), filed with the Commission on April 24, 2026.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of 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 Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, 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; and

(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 the 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 that is incorporated by reference in this 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.

(h) 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 SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Charlotte, State of North Carolina, on May 5, 2026.

JELD-WEN HOLDING, INC.

By: /s/ James S. Hayes

Name: James S. Hayes

Title: Executive Vice President, General Counsel &
Corporate Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby appoints Samantha L. Stoddard and James S. Hayes and each of them severally, acting alone and without the other, his or her true and lawful attorney-in-fact with full power of substitution or re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments, including post-effective amendments, to this Registration Statement on Form S-8, and to sign any and all additional registration statements relating to the same offering of securities of this Registration Statement that are filed pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 5, 2026.

Signature	Position
<u>/s/ William J. Christensen</u> William J. Christensen	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Samantha L. Stoddard</u> Samantha L. Stoddard	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
<u>/s/ Jeffrey D. Embt</u> Jeffrey D. Embt	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ David G. Nord</u> David G. Nord	Chair
<u>/s/ Antonella B. Franzen</u> Antonella B. Franzen	Director
<u>/s/ Catherine A. Halligan</u> Catherine A. Halligan	Director
<u>/s/ Michael F. Hilton</u> Michael F. Hilton	Director
<u>/s/ Tracey I. Joubert</u> Tracey I. Joubert	Director
<u>/s/ Cynthia G. Marshall</u> Cynthia G. Marshall	Director
<u>/s/ Bruce M. Taten</u> Bruce M. Taten	Director
<u>/s/ Roderick C. Wendt</u> Roderick C. Wendt	Director
<u>/s/ Steven E. Wynne</u> Steven E. Wynne	Director

[Letterhead of Womble Bond Dickinson (US) LLP]**May 5, 2026**

JELD-WEN Holding, Inc.
2645 Silver Crescent Drive
Charlotte, North Carolina 28273

Re: Registration Statement on Form S-8 Relating to the JELD-WEN Holding, Inc. 2026 Omnibus Equity Plan

Ladies and Gentlemen:

We have acted as counsel to JELD-WEN Holding, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Company's above-referenced registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "1933 Act"), filed by the Company with the Securities and Exchange Commission (the "Commission") on May 5, 2026. The Registration Statement relates to the offer by the Company of 3,000,000 shares of common stock, par value \$0.01 per share (the "Shares"), of the Company, which are issuable pursuant to the JELD-WEN Holding, Inc. 2026 Omnibus Equity Plan (the "Plan"). This opinion is delivered to you pursuant to Item 8(a) of Form S-8 and Item 601(b) (5) of Regulation S-K of the Commission. No opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement other than as expressly stated herein with respect to the issuance of the Shares.

As the Company's counsel, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's certificate of incorporation and bylaws, each as amended to date, and minutes and records of the corporate proceedings of the Company relating to the filing of the Registration Statement and the issuance of the Shares, as provided to us by the Company, certificates of public officials and of representatives of the Company, and statutes and other instruments and documents, as a basis for the opinions hereinafter expressed. In rendering this opinion, we have relied upon certificates of public officials and representatives of the Company with respect to the accuracy of the factual matters contained in such certificates.

In connection with such examination, we have assumed (a) the genuineness of all signatures and the legal capacity of all signatories; (b) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or photostatic copies; and (c) the proper issuance and accuracy of certificates of public officials and representatives of the Company.

Based on and subject to the foregoing, and having regard for such legal considerations as we deem relevant, it is our opinion that upon issuance, delivery and payment therefor in the manner contemplated by the Plan and the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.



This opinion is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to any reference to the name of our firm in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Womble Bond Dickinson (US) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of JELD-WEN Holding, Inc. and its subsidiaries of our report dated February 23, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in JELD-WEN Holding, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina
May 5, 2026

