

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

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

**Zeta Global Holdings Corp.
(Exact name of registrant as specified in its charter)**

Delaware
(State or other jurisdiction of
incorporation or organization)

80-0814458
(I.R.S. Employer
Identification No.)

**3 Park Ave, 33rd Floor
New York, NY**
(Address of Principal Executive Offices)

10016
(Zip Code)

Zeta Global Holdings Corp. 2021 Incentive Award Plan
(Full title of the plan)

**David A. Steinberg
Chief Executive Officer
3 Park Ave, 33rd Floor
New York, NY 10016**

(Name and address of agent for service)

(212) 967-5055

(Telephone number, including area code, of agent for service)

Copies to:

**Marc D. Jaffe
Joel H. Trotter
Latham & Watkins LLP
1271 Avenue of the Americas
New York, NY 10020
(212) 906-1200**

**Steven B. Vine
General Counsel
Zeta Global Holdings Corp.
3 Park Ave, 33rd Floor
New York, NY 10016
(212) 967-5055**

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed by Zeta Global Holdings Corp. (the “Company”) with the Securities and Exchange Commission (the “SEC”) for the purpose of registering an additional 10,000,000 shares of the Company’s Class A common stock, \$0.001 par value per share (“Class A Common Stock”), that may become available for issuance under the Zeta Global Holdings Corp. 2021 Incentive Award Plan.

Pursuant to Instruction E of Form S-8, the contents of the Company’s prior Registration Statements on Form S-8 (File Nos. 333-257048 and 333-287159) are incorporated by reference herein to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the SEC are hereby incorporated by reference in this Registration Statement:

- (a) the Company’s [Annual Report on Form 10-K for the year ended December 31, 2025](#), filed with the SEC on February 25, 2026;
- (b) the Company’s [Current Report on Form 8-K/A](#), filed with the SEC on February 6, 2026; and
- (c) the description of the Company’s Class A Common Stock contained in the [Registration Statement on Form 8-A \(File No. 001-40464\)](#), filed with the SEC on June 7, 2021, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date hereof (excluding any documents or portions of such documents that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K and any exhibits included with such Items), and prior to the filing of a post-effective amendment that indicates that all the securities offered hereby have been sold or that deregisters the securities offered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded 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 in this Registration Statement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation of Zeta Global Holdings Corp.	8-K	6/15/21	3.1	
4.2	Amended and Restated Bylaws of Zeta Global Holdings Corp.	8-K	6/15/21	3.2	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
23.2	Consent of Deloitte & Touche LLP				X
24.1	Power of Attorney (included on the signature page of this Registration Statement)				X
99.1	Zeta Global Holdings Corp. 2021 Incentive Award Plan	S-1/A	5/7/21	10.10	
99.2	Form of restricted stock agreement under 2021 Incentive Award Plan	S-1/A	5/7/21	10.11	
99.3	Form of restricted stock unit agreement under 2021 Incentive Award Plan	S-1/A	5/7/21	10.12	
99.4	Form of stock option agreement under 2021 Incentive Award Plan	S-1/A	5/7/21	10.13	
107	Filing Fee Table				X

Name /s/ William Royan	Title	Date
_____ William Royan	Director	February 25, 2026
_____ /s/ Jeanine Silberblatt	Director	February 25, 2026
_____ Jeanine Silberblatt		

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LATHAM & WATKINS LLP

February 25, 2026

Zeta Global Holdings Corp.
3 Park Ave, 33rd Floor
New York, NY 10016

Re: Registration Statement on Form S-8; 10,000,000 shares of Class A Common Stock of Zeta Global Holdings Corp., par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to Zeta Global Holdings Corp., a Delaware corporation (the “*Company*”), in connection with the proposed issuance of up to 10,000,000 shares of Class A Common Stock, par value \$0.001 per share (the “*Shares*”), issuable under the Company’s 2021 Incentive Award Plan (the “*Plan*”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on February 25, 2026 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon

LATHAM & WATKINS LLP

certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the *DGCL*.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2026, relating to the financial statements of Zeta Global Holdings Corp. and the effectiveness of Zeta Global Holdings Corp.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Zeta Global Holdings Corp. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Baltimore, Maryland

February 25, 2026

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Zeta Global Holdings Corp.
(Exact Name of Registrant as Specified in Its Charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price per Unit ⁽³⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.001 par value per share	Other	10,000,000 ⁽²⁾	\$15.315	\$153,150,000	0.0001381	\$21,150.02
Total Offering Amounts					\$153,150,000		\$21,150.02
Total Fee Offsets							—
Net Fee Due							\$21,150.02

- (1) In accordance with Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover any additional shares of Class A common stock, \$0.001 par value per share (“Class A Common Stock”), of Zeta Global Holdings Corp. that become issuable under the Zeta Global Holdings Corp. 2021 Incentive Award Plan (the “Plan”) by reason of any stock dividend, stock split, or similar transaction.
- (2) Represents an additional 10,000,000 shares of Class A Common Stock estimated to become available for issuance under the Plan pursuant to the provisions of the Plan that provide for an automatic annual increase in the number of shares of Class A Common Stock available for issuance thereunder and that may otherwise become issuable under the Plan pursuant to its terms (and estimated solely for the purposes of the calculations herein).
- (3) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is based upon the average of the high and low prices per share of Class A Common Stock as reported on the New York Stock Exchange on February 23, 2026.