

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

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

**Dream Finders Homes, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**85-2983036**  
(I.R.S. Employer  
Identification No.)

**14701 Philips Highway, Suite 300**  
**Jacksonville, Florida 32256**  
(Address, including zip code, of Principal Executive Offices)

**Dream Finders Homes, Inc. 2021 Equity Incentive Plan**  
(Full title of the plan)

**Robert E. Riva**  
**Vice President, General Counsel and Corporate Secretary**  
**Dream Finders Homes, Inc.**  
**14701 Philips Highway, Suite 300**  
**Jacksonville, Florida 32256**  
**(904) 644-7670**

(Name, address, including zip code, 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   
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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share	9,100,000 shares	\$19.52	\$177,632,000	\$19,379.65

- (1) This Registration Statement (as defined below) registers an aggregate of 9,100,000 shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), of Dream Finders Homes, Inc. (the "Registrant") that may be delivered with respect to awards under the Dream Finders Homes, Inc. 2021 Equity Incentive Plan (as amended from time to time, the "Plan").
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover an indeterminate number of additional shares of Class A Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan.
- (3) In accordance with Rule 457(h)(1) of the Securities Act, the price of the securities has been estimated pursuant to Rule 457(c) of the Securities Act solely for the purpose of calculating the registration fee, and the price listed is the average of the high and low prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on January 21, 2021.

## EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 under the Securities Act, to register 9,100,000 shares of its Class A Common Stock, issuable pursuant to the terms of the Plan.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will send or give to all participants in the Plan document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act. In accordance with Rule 428(a)(2) of the Securities Act, the Registrant has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Form S-8 registration statement (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 Registrant hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission:

1. The Registrant's prospectus (the "Prospectus") filed with the Commission pursuant to Rule 424(b) of the Securities Act on January 22, 2021, forming a part of the Registrant's Registration Statement on Form S-1 (Registration No. 333-251612), originally filed with the Commission on December 22, 2020;
2. The Registrant's Current Report on Form 8-K filed with the Commission on January 25, 2021 (other than documents or portions of documents deemed to be furnished and not filed); and
3. The description of the Class A Common Stock included in the Registration Statement on Form 8-A of the Registrant (File No. 001-39916), filed with the Commission on January 20, 2021 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (incorporating by reference the description of the Class A Common Stock under the caption "Description of Capital Stock" contained in the Prospectus).

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing by the Registrant of a post-effective amendment to this Registration Statement which indicates that all such securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained herein or 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 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.

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**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 145 of the Delaware General Corporation Law (the “DGCL”) provides that a corporation may indemnify any person 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 by reason of the fact that he or she 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 him or her in connection with such action, suit or proceeding if he or she 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, had no reasonable cause to believe his or her conduct was unlawful. A similar standard is applicable in the case of derivative actions (*i.e.*, actions by or in the right of the corporation), except that indemnification extends only to expenses, including attorneys’ fees, incurred in connection with the defense or settlement of such action, and Section 145 of the DGCL requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation.

The Registrant’s amended and restated certificate of incorporation and amended and restated bylaws contain provisions that limit the liability of the Registrant’s directors and officers for monetary damages to the fullest extent permitted by the DGCL. Consequently, the Registrant’s directors will not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except liability:

- for any breach of the director’s duty of loyalty to the Registrant or its stockholders;
- for any act or omission not in good faith or that involves intentional misconduct or knowing violation of law;
- under Section 174 of the DGCL regarding unlawful dividends and stock purchases; or
- for any transaction from which the director derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to such amendment or repeal. If the DGCL is amended to provide for further limitations on the personal liability of directors or officers of corporations, then the personal liability of the Registrant’s directors and officers will be further limited to the fullest extent permitted by the DGCL.

In addition, the Registrant has entered into indemnification agreements with its current directors and officers containing provisions that are in some respects broader than the specific indemnification provisions contained in the DGCL. The indemnification agreements require the Registrant, among other things, to indemnify its directors against certain liabilities that may arise by reason of their status or service as directors and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. The Registrant also intends to enter into indemnification agreements with its future directors and officers.

The Registrant 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.

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The underwriting agreement entered into in connection with the initial public offering of the Registrant's Class A Common Stock provides for indemnification of the Registrant's 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 following exhibits are filed as part of this Registration Statement.

<b>Exhibit Number</b>	<b>Description of Document</b>
<a href="#">4.1</a>	Amended and Restated Certificate of Incorporation of Dream Finders Homes, Inc. (incorporated by reference from Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Commission on January 25, 2021)
<a href="#">4.2</a>	Amended and Restated Bylaws of Dream Finders Homes, Inc. (incorporated by reference from Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the Commission on January 25, 2021)
<a href="#">4.3</a>	Form of Class A Common Stock Certificate (incorporated by reference from Exhibit 4.1 of Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-251612) filed with the Commission on January 11, 2021)
<a href="#">*5.1</a>	Opinion of Baker Botts L.L.P.
<a href="#">10.1</a>	Dream Finders Homes, Inc. 2021 Equity Incentive Plan (incorporated by reference from Exhibit 10.3 of the Registrant's Current Report on Form 8-K filed with the Commission on January 25, 2021)
<a href="#">*23.1</a>	Consent of PricewaterhouseCoopers LLP
<a href="#">*23.2</a>	Consent of PricewaterhouseCoopers LLP
<a href="#">*23.3</a>	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)
<a href="#">*24.1</a>	Power of Attorney (included on signature page of this Registration Statement)

\* Filed herewith.

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**Item 9. Undertakings.**

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 this 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 this 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 Registration 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 this Registration Statement or any material change to such information in this 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.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange 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 herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Jacksonville, Florida, on the 28th day of January, 2021.

### Dream Finders Homes, Inc.

By: /s/ Patrick O. Zalupski  
Patrick O. Zalupski  
President, Chief Executive Officer and  
Chairman of the Board of Directors

## POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Patrick O. Zalupski and Rick A. Moyer, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power to act separately and 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 registration statement relating to the offering covered by this registration statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact and agents 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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick O. Zalupski</u> Patrick O. Zalupski	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	January 28, 2021
<u>/s/ Rick A. Moyer</u> Rick A. Moyer	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	January 28, 2021
<u>/s/ John O. Blanton</u> John O. Blanton	Vice President and Chief Accounting Officer (Principal Accounting Officer)	January 28, 2021
<u>/s/ Radford Lovett</u> Radford Lovett	Director	January 28, 2021
<u>/s/ Megha H. Parekh</u> Megha H. Parekh	Director	January 28, 2021
<u>/s/ Justin Udelhofen</u> Justin Udelhofen	Director	January 28, 2021
<u>/s/ William H. Walton, III</u> William H. Walton, III	Director	January 28, 2021

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NEW YORK  
PALO ALTO  
RIYADH  
SAN FRANCISCO  
WASHINGTON

January 28, 2021

Dream Finders Homes, Inc.  
14701 Philips Highway  
Suite 300  
Jacksonville, Florida 32256

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Dream Finders Homes, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to 9,100,000 shares (the "**Shares**") of Class A common stock, par value \$0.01 per share, of the Company, issuable pursuant to the Dream Finders Homes, Inc. 2021 Equity Incentive Plan (the "**Plan**"), certain legal matters in connection with the Shares are being passed upon for you by us. At your request, this opinion letter is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above and as a basis for the opinions hereinafter expressed, we have examined (i) the Amended and Restated Certificate of Incorporation of the Company filed as an exhibit to the Company's Current Report on Form 8-K filed with the Commission on January 25, 2021 (the "**Form 8-K**"), (ii) the Amended and Restated Bylaws of the Company filed as an exhibit to the Form 8-K, (iii) the Plan, (iv) originals, or copies certified or otherwise identified, of the corporate records of the Company, (v) certificates of public officials and of representatives of the Company, (vi) the Registration Statement and (vii) statutes and other instruments and documents as we have deemed necessary or advisable for purposes of this opinion letter.

In connection with the opinions hereinafter expressed, we have assumed that (i) the Shares will be issued in the manner stated in the Registration Statement; (ii) the consideration received by the Company for the Shares will not be less than the par value of the Shares; and (iii) at or prior to the time of the delivery of any Shares, the Registration Statement will be effective under the Securities Act.

In addition, in giving the opinions hereinafter expressed, we have relied, to the extent we deemed proper, without independent investigation, upon certificates, statements and other representations of officers and other representatives of the Company and of governmental and public officials with respect to the accuracy and completeness of the material factual matters contained therein or covered thereby, and we have assumed, without independent investigation, that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof, that such original copies are authentic and complete and that all information submitted to us was accurate and complete.

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On the basis of the foregoing, and subject to the assumptions, limitations and qualifications hereinafter set forth, we are of the opinion that following due authorization of a particular award as provided in and in accordance with the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of the Company or a duly constituted and acting committee thereof as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and nonassessable.

The opinions set forth above is limited in all respects to matters of the General Corporation Law of the State of Delaware, and applicable reported judicial decisions, rules and regulations interpreting and implementing those laws as in effect on the date hereof. We express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Dream Finders Homes Inc. of our report dated October 13, 2020 relating to the financial statements of Dream Finders Homes, Inc., which appears in the Registration Statement on Form S-1 (No. 333-251612).

/s/ PricewaterhouseCoopers LLP

Jacksonville, Florida

January 28, 2021

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Dream Finders Homes, Inc. of our report dated October 13, 2020 relating to the financial statements of Dream Finders Holdings LLC, which appears in the Registration Statement on Form S-1 (No. 333-251612).

/s/ PricewaterhouseCoopers LLP

Jacksonville, Florida

January 28, 2021

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