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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The Ensign Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

33-0861263
(IRS Employer Identification No.)

29222 Rancho Viejo Road, Suite 127
San Juan Capistrano, CA 92675
(Address of principal executive offices and Zip Code)

The Ensign Group, Inc. 2022 Omnibus Incentive Plan
(Full title of the plan)

Chad A. Keetch, Esq.
Chief Investment Officer,
Executive Vice President and Secretary
The Ensign Group, Inc.
29222 Rancho Viejo Road, Suite 127
San Juan Capistrano, CA 92675
(Name and Address of agent for service)

With a copy to:
Amy Bowler
Lucy Stark
Holland & Hart LLP
555 17th Street, Suite 3200
Denver, Colorado 80202
(303) 295-8000

(949) 487-9500
(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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) 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.

INTRODUCTORY STATEMENT

The Ensign Group, Inc. (the “**Registrant**” or the “**Company**”) is filing this Registration Statement on Form S-8 for the purpose of registering 3,462,897 shares of its common stock, par value \$0.001 per share (the “**Common Stock**”), issuable pursuant to the terms of the Company’s 2022 Omnibus Incentive Plan (the “**2022 Plan**”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The documents containing the information specified in Part I will be sent or given to participants in the 2022 Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “**Securities Act**”). In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the “**Commission**”) and the instructions to Part I of Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under 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 a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We “incorporate by reference” in this prospectus certain documents that we have previously filed with the Commission. This means that we are disclosing important information to you without actually including that information in this prospectus by referring you to other documents that we have filed separately with the Commission. The information incorporated by reference is an important part of this prospectus. Information that we later provide to the Commission, and which is deemed “filed” with the Commission, will automatically update information that we previously filed with the Commission, and replace information in this prospectus and information that we previously filed with the Commission.

The Registrant hereby incorporates by reference into this Registration Statement the following documents, which have been filed with the Commission:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Commission on February 9, 2022 (including the portions of the Registrant’s [Definitive Proxy Statement for the Registrant’s 2021 Annual Meeting of Stockholders](#) incorporated by reference therein);
- (b) the Registrant’s Quarterly Report on Form 10-Q for the quarters ended [March 31, 2022](#), [June 30, 2022](#) and [September 30, 2022](#) filed with the Commission on April 28, 2022, August 1, 2022 and October 26, 2022, respectively;
- (c) the Registrant’s Current Reports on Form 8-K filed with the Commission on [April 12, 2022](#) and [May 31, 2022](#); and
- (d) The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed with the Commission on October 19, 2007, including any amendments or reports filed for the purpose of updating such description (including Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Commission on February 9, 2022).

All reports and definitive proxy or information statements filed pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (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 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 filing of such documents. The Registrant expressly excludes from such incorporation information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

You should rely only on the information contained or incorporated by reference in this prospectus or any applicable prospectus supplement we may authorize to be delivered to you. You should not assume that the information incorporated by reference or provided in this prospectus or any applicable prospectus supplement is accurate as of any date other than the date on the front of each document.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Under Section 145 of the Delaware General Corporation Law, we may indemnify our directors and officers against liabilities they may incur in such capacities, including liabilities under the Securities Act. Our bylaws provide that we will indemnify our directors and officers to the fullest extent permitted by law and require us to advance litigation expenses upon our receipt of an undertaking by the director or officer to repay such advances if it is ultimately determined that the director or officer is not entitled to indemnification. Our bylaws further provide that rights conferred under such bylaws do not exclude any other right such persons may have or acquire under any bylaw, agreement, vote of stockholders or disinterested directors, insurance policy or otherwise.

Our certificate of incorporation provides that we shall indemnify our directors and officers to the fullest extent permitted by law. Our certificate of incorporation also provides that, pursuant to Delaware law, our directors shall not be liable for monetary damages for breach of the directors’ fiduciary duty of care to us and our stockholders. This provision in our certificate of incorporation does not eliminate the duty of care, and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director is subject to liability for breach of the director’s duty of loyalty to us for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for actions leading to improper personal benefit to the director, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director’s responsibilities under any other law, such as the federal securities laws or state or federal environmental laws. Our certificate of incorporation further provides that we are authorized to indemnify our directors and officers to the fullest extent permitted by law through the bylaws, agreement, vote of stockholders or disinterested directors, or otherwise.

We have entered into agreements to indemnify our directors, officers and other key employees in addition to the indemnification provided for in our certificate of incorporation and bylaws. These agreements, among other things, indemnify these persons for certain expenses (including attorneys’ fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding, including any action by or in our right, on account of services by that person as a director or officer or as a director or officer of any of our subsidiaries, or as a director or officer of any other company or enterprise that the person provides services to at our request.

We maintain directors’ and officers’ liability insurance for our officers and directors.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

Exhibit No.	Description	Where Located
4.1	Fifth Amended and Restated Certificate of Incorporation of The Ensign Group, Inc. filed with the Delaware Secretary of State on November 15, 2007	Incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed on December 21, 2007
4.2	Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation of The Ensign Group, Inc., filed with the Delaware Secretary of State on February 4, 2020	Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed on February 5, 2020
4.3	Amended and Restated Bylaws of The Ensign Group, Inc.	Incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q filed on December 21, 2007
4.4	Amendment to the Amended and Restated Bylaws of The Ensign Group, Inc.	Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on August 8, 2014
4.5	The Ensign Group, Inc. 2022 Omnibus Incentive Plan	Incorporated by reference to Appendix A to the Definitive Proxy Statement for the Registrant's 2022 Annual Meeting of Stockholders, filed on April 14, 2022
5.1	Opinion of Holland & Hart LLP	Filed herewith
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Holland & Hart LLP (contained in Exhibit 5.1 to this Registration Statement)	Filed herewith
24.1	Power of Attorney (included in the signature page to this Registration Statement)	Filed herewith
107	Filing Fee Table	Filed herewith

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) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% 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 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 Registration Statement is on Form S-8, and 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 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 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 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to 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.

(c) 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.

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 San Juan Capistrano, State of California on October 26, 2022.

THE ENSIGN GROUP, INC.

By: /s/ Suzanne D. Snapper

Suzanne D. Snapper

Chief Financial Officer, Executive Vice President and Director
(Principal Financial Officer and Accounting Officer and Duly
Authorized Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors does hereby constitute and appoint Chad A. Keetch, or his substitute or substitutes, as his or her true and lawful attorneys-in-fact and agents, with full power and authority to do any and all acts and things and to execute and file or cause to be filed any and all instruments, documents or exhibits which said attorney and agent, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act and any rules or regulations or requirements of the Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement and to any and all instruments, documents or exhibits filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, with the powers of substitution and revocation, and each of the undersigned hereby ratifies and confirms all that said attorney and agent, or his substitute or substitutes, shall lawfully do or cause to be done by virtue hereof. In witness whereof, each of the undersigned has executed this Power of Attorney as of the dates indicated below.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
<u>/s/ Barry R. Port</u> Barry R. Port	Chief Executive Officer and Director (Principal Executive Officer)	October 26, 2022
<u>/s/ Suzanne D. Snapper</u> Suzanne D. Snapper	Chief Financial Officer, Executive Vice President and Director (Principal Financial Officer and Accounting Officer and Duly Authorized Officer)	October 26, 2022
<u>/s/ Christopher R. Christensen</u> Christopher R. Christensen	Executive Chairman and Chairman of the Board	October 26, 2022
<u>/s/ Ann S. Blouin</u> Ann S. Blouin	Director	October 26, 2022
<u>/s/ Swati B. Abbott</u> Swati B. Abbott	Director	October 26, 2022
<u>/s/ Daren J. Shaw</u> Daren J. Shaw	Director	October 26, 2022
<u>/s/ Lee A. Daniels</u> Lee A. Daniels	Director	October 26, 2022
<u>/s/ Barry M. Smith</u> Barry M. Smith	Director	October 26, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

The Ensign Group, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered⁽²⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price⁽³⁾	Fee Rate	Amount of Registration Fee⁽³⁾
Equity	Common Stock, \$.001 par value	457(c) and 457(h)	3,451,959	\$83.95	\$289,791,958.10	\$ 0.0001102	\$31,935.08
Total Offering Amounts							<u>\$31,935.08</u>
Total Fee Offsets							—
Net Fee Due							<u>\$31,935.08</u>

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's common stock.

(2) This Registration Statement covers the following shares authorized for issuance under the 2022 Plan: 1,740,000 shares of common stock plus 1,711,959 shares of common stock that were available for issuance under the Registrant's 2017 Omnibus Incentive Plan immediately prior to stockholder approval of the 2022 Plan and which are rolled over to the 2022 Plan.

(3) Estimated solely for calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, on the basis of the average of the high and low sales prices per share of the Registrant's common stock on October 21, 2022, as reported by The NASDAQ Stock Market.

(4) The Registrant does not have any fee offsets.

October 26, 2022

Board of Directors
The Ensign Group, Inc.
29222 Rancho Viejo Road
Suite 127
San Juan Capistrano, CA 92675

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to The Ensign Group, Inc., a Delaware corporation (the "**Company**"), in connection with its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "**Commission**") on the date hereof (the "**Registration Statement**"), pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"). Pursuant to the Registration Statement, the Company is registering for issuance under The Ensign Group, Inc. 2022 Omnibus Incentive Plan, as adopted by the Board of Directors of the Company (the "**Board**") on April 5, 2022 and approved by the stockholders of the Company effective as of May 26, 2022 (the "**Plan**"), 3,451,959 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share ("**Common Stock**"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act in connection with the Registration Statement, and no opinion is expressed or may be implied herein as to any matter pertaining to the contents of the Registration Statement other than as to the valid issuance of the Shares.

As the basis for the opinion hereinafter expressed, we have reviewed originals or copies of the following:

- A. an executed copy of the Registration Statement;
- B. a copy of the Fifth Amended and Restated Certificate of Incorporation of the Company, filed with the Secretary of State of the State of Delaware on November 15, 2007, as amended by the Certificate of Amendment, filed February 4, 2020, and certified as of a recent date;
- C. a copy of the Amended and Restated Bylaws of the Company, effective as of November 15, 2007, as amended by the Amendment to the Amended and Restated Bylaws of the Company, dated August 5, 2014;
- D. a copy of the resolutions adopted at a meeting of the Board on April 5, 2022 relating to, among other things, adoption of the Plan;
- E. a report of the inspector of election at the annual meeting of the stockholders of the Company held on May 27, 2021, May 28, 2020 and May 30, 2019, and a copy of the resolutions adopted at a meeting of the Board on October 21, 2021, indicating the election and the appointment, as applicable, of the directors who unanimously adopted the resolutions approving the Plan;
- F. a report of the inspector of election at the annual meeting of the stockholders of the Company held on May 26, 2022, indicating that the adoption of the Plan was approved by the stockholders; and
- G. the certificate of good standing covering the Company, issued by the Secretary of State of the State of Delaware as of a recent date (the "Good Standing Certificate").

We have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We have assumed for purposes of this opinion: (a) information contained in documents reviewed by us is true, complete and correct; (b) the genuineness and authenticity of all signatures on original documents; (c) the accuracy and completeness of all documents delivered to us and the authenticity of all documents submitted to us as originals; (d) the conformity to originals of all documents submitted to us as copies; (e) the accuracy, completeness and authenticity of certificates of public officials; (f) the legal capacity of all natural persons; and (g) the due authorization, execution and delivery of all documents by parties other than the Company.

We are opining herein as to the Delaware General Corporation Law, as amended, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction, or as to any matters of municipal law or the laws of any local agencies within any state.

Based on the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that the Shares have been duly authorized for issuance pursuant to the Plan and, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We expressly disavow any obligation to advise you with respect to future changes in law or in our knowledge or as to any event or change of condition occurring subsequent to the date of this letter. 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 Securities Act.

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

Very truly yours,

/s/ Holland & Hart 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 report dated February 9, 2022, relating to the financial statements of Ensign Group, Inc. (Ensign or the “Company”) and the effectiveness of Ensign's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Ensign for the year ended December 31, 2021.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California

October 26, 2022