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

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

CONCRETE PUMPING HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

83-1779605
(I.R.S. Employer Identification No.)

**500 E. 84th Avenue, Suite A-5
Thornton, Colorado 80229**
(Address of Principal Executive Offices)

80229
(Zip Code)

Concrete Pumping Holdings, Inc. 2018 Omnibus Incentive Plan
(Full title of the plan)

Iain Humphries
Chief Financial Officer and Secretary
Concrete Pumping Holdings, Inc.
500 E. 84th Avenue, Suite A-5
Thornton, Colorado 80229
(303) 289-7497
(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
**Elliott Smith
Maia R. Gez
White & Case LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 819-8200**

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

On April 25, 2023, Concrete Pumping Holdings, Inc. (the “Company” or the “Registrant”) held its 2023 Annual Meeting of Stockholders, at which the Company’s stockholders approved an amendment to the Concrete Pumping Holdings, Inc. 2018 Omnibus Incentive Plan (as amended, the “2018 Plan”). The amendment increased the number of shares authorized for issuance under the 2018 Plan by 1,500,000 shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), which additional shares are being registered pursuant to this registration statement on Form S-8 (the “Registration Statement”). Pursuant to Instruction E of Form S-8, the contents of the Company’s prior registration statement on Form S-8 registering shares of the Common Stock under the 2018 Plan (File No. 333-230753) are hereby incorporated by reference herein, and the information required by Part II of Form S-8 is omitted, except as supplemented by the information set forth below.

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 delivered in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). Such documents are not required to be, and are not, filed with the U.S. Securities and Exchange Commission (the “SEC”), 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 in this Registration Statement 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.

The Registrant is incorporating by reference the filings listed below and any additional documents that the Registrant may file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement, but 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, except the Registrant is not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K and corresponding information furnished under Item 9.01 as an exhibit thereto.

- the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended October 31, 2022, filed with the SEC on January 31, 2023 (File No. 001-38166);
- the Registrant’s Quarterly Report on [Form 10-Q/A](#) filed with the SEC on December 13, 2022, [Form 10-Q](#) filed with the SEC on March 10, 2023, [Form 10-Q](#) filed with the SEC on June 8, 2023 and [Form 10-Q](#) filed with the SEC on September 7, 2023, respectively (File No. 001-38166);
- the Registrant’s Current Reports on Form 8-K filed with the SEC on [December 13, 2022](#); [February 28, 2023](#); [April 27, 2023](#); [June 5, 2023](#), respectively; and
- the description of the Registrant’s shares of common stock and warrants contained in the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-38166), as filed with the SEC on January 31, 2023, including any amendment or report filed for the purpose of updating such descriptions.

Any statement contained in this Registration Statement, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded to the extent that a statement contained herein, or in any subsequently filed document that also is incorporated or 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.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed by the Company on December 10, 2018).</u>
4.2	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (No. 001-38166) filed with the SEC on December 10, 2018).</u>
4.3	<u>Certificate of Designations of Series A Zero-Dividend Convertible Perpetual Preferred Stock (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K (No. 001-38166) filed with the SEC on December 10, 2018).</u>
4.4	<u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (No. 001-38166) filed with the SEC on December 10, 2018).</u>
4.5	<u>Specimen Warrant Certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K (No. 001-38166) filed with the SEC on December 10, 2018).</u>
4.6	<u>Warrant Agreement, dated July 26, 2017, by and between Industrea Acquisition Corp. and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.1 of Industrea Acquisition Corp.'s Current Report on Form 8-K (File No. 001-38166) filed with the SEC on August 1, 2017).</u>
4.7	<u>Assignment and Assumption Agreement, dated December 6, 2018, by and between Industrea Acquisition Corp., Concrete Pumping Holdings Acquisition Corp. and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.4 to the Registrant's Current Report on Form 8-K (No. 001-38166) filed with the SEC on December 10, 2018).</u>
5.1*	<u>Opinion of White & Case LLP.</u>
10.1	<u>Concrete Pumping Holdings, Inc. 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (No.001-38166) filed with the SEC on April 27, 2023).</u>
23.1*	<u>Consent of BDO USA, P.C.</u>
23.2*	<u>Consent of White & Case LLP (contained in the opinion filed as Exhibit 5.1 hereto).</u>
24.1*	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith

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 the City of Denver, State of Colorado on September 28, 2023.

Concrete Pumping Holdings, Inc.

/s/ Iain Humphries

Name: Iain Humphries

Title: Chief Financial Officer and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bruce Young and Iain Humphries, and each of them, as his or her true and lawful attorney-in-fact and agent, with 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 to the Registration Statement on Form S-8 of Concrete Pumping Holdings, Inc. and any subsequent registration statements related thereto pursuant to Instruction E to Form S-8 (and all further amendments including post-effective amendments thereto), 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 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 in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her 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 below by the following persons on behalf of the Registrant, Concrete Pumping Holdings, Inc., in the capacities and on the date indicated.

<u>Signature</u>	<u>Capacity in Which Signed</u>	<u>Date</u>
<u>/s/ Bruce Young</u> Bruce Young	Chief Executive Officer and Director (Principal Executive Officer)	September 28, 2023
<u>/s/ Iain Humphries</u> Iain Humphries	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	September 28, 2023
<u>/s/ Howard D. Morgan</u> Howard D. Morgan	Chairman of the Board	September 28, 2023
<u>/s/ Brian Hodges</u> Brian Hodges	Vice Chairman of the Board	September 28, 2023
<u>/s/ Stephen Alarcon</u> Stephen Alarcon	Director	September 28, 2023
<u>/s/ Tom Armstrong</u> Tom Armstrong	Director	September 28, 2023
<u>/s/ Ryan Beres</u> Ryan Beres	Director	September 28, 2023
<u>/s/ Ray Cheesman</u> Ray Cheesman	Director	September 28, 2023
<u>/s/ Heather L. Faust</u> Heather L. Faust	Director	September 28, 2023
<u>/s/ David G. Hall</u> David G. Hall	Director	September 28, 2023
<u>/s/ John M. Picuch</u> John M. Picuch	Director	September 28, 2023
<u>/s/ M. Brent Stevens</u> M. Brent Stevens	Director	September 28, 2023

September 28, 2023

Concrete Pumping Holdings, Inc.
500 E. 84th Avenue, Suite A-5
Thornton, Colorado 80229

Re: Concrete Pumping Holdings, Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Concrete Pumping Holdings, Inc., a corporation organized under the laws of Delaware (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") on the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 1,500,000 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"), reserved for issuance pursuant to the Company's 2018 Omnibus Incentive Plan (as amended on April 25, 2023, the "2018 Plan").

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or any related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

In connection with our opinion expressed below, we have examined originals or copies certified or otherwise identified to our satisfaction of the following documents and such other documents, corporate records, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinion set forth in this opinion letter:

- (a) the Registration Statement;
- (b) a copy of the Amended and Restated Certificate of Incorporation, adopted on December 6, 2018, certified by the Secretary of the Company;
- (c) a copy of the Amended and Restated Bylaws of the Company, adopted on December 6, 2018, certified by the Secretary of the Company;
- (d) a copy of Resolutions of the Board of Directors of the Company relating to the 2018 Plan, adopted on February 28, 2023, certified by the Secretary of the Company;
- (e) a copy of the proxy statement for the Company's 2023 annual meeting of stockholders, including the proposal adopted by stockholders of the Company on April 25, 2023 to approve an amendment to the Concrete Pumping Holdings, Inc. 2018 Omnibus Incentive Plan; and
- (f) the 2018 Plan.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinion expressed below, we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures on documents we have reviewed, the legal capacity and competency of all natural persons signing all such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us, and the accuracy of all statements in certificates of officers of the Company that we reviewed.

Based upon the foregoing assumptions, and subject to the qualifications set forth in this opinion letter, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed below, we are of the opinion that the Shares reserved for issuance pursuant to the 2018 Plan, as referenced above, have been duly authorized for issuance and sale pursuant to the 2018 Plan by all necessary corporate action of the Company, and when issued as provided under the 2018 Plan, they will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to questions arising under the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction. The opinion expressed above is limited to the matters stated in this opinion letter, and no opinion is implied or may be inferred beyond those expressly stated in this opinion letter. The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

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 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 thereunder.

Very truly yours,

/s/ White & Case LLP
MG:ES

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Concrete Pumping Holdings, Inc.
Thornton, CO

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Concrete Pumping Holdings, Inc. of our reports dated January 31, 2023, relating to the consolidated financial statements and the effectiveness of Concrete Pumping Holding Inc.'s internal control over financial reporting, of Concrete Pumping Holdings, Inc. appearing in the Company's Annual Report on Form 10-K for the year ending October 31, 2022. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of October 31, 2022.

/s/ BDO USA, P.C.

Dallas, Texas
September 28, 2023

Consent of Legal Counsel

Contained in the opinion filed as Exhibit 5.1 hereto

Calculation of Filing Fee Tables
Form S-8
(Form Type)

Concrete Pumping Holdings, Inc.
(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(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	
Equity	Common Stock, par value \$0.0001 per share	Other (2)	1,500,000	\$ 8.81	\$ 13,215,000	\$110.20 per \$1,000,000	\$ 1,456.29	
Total Offering Amounts							\$ 13,215,000	\$ 1,456.29
Total Fee Offsets(3)								-
Net Fee Due								\$ 1,456.29

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this registration statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.0001 per share (“**Common Stock**”) that may become issuable under the terms of the Concrete Pumping Holdings, Inc. 2018 Omnibus Incentive Plan by reason of any share split, share dividend, recapitalization or other similar transaction effected without the Company’s receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the high and low sales prices of the Common Stock on The Nasdaq Stock Market LLC on September 22, 2023.
- (3) The Registrant does not have any fee offsets to claim.