

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

DigitalBridge Group, Inc.

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

46-4591526
(I.R.S. Employer
Identification Number)

**750 Park of Commerce Drive, Suite 210
Boca Raton, Florida 33487**
(Address of principal executive offices, including zip code)

**DigitalBridge Group, Inc. 2014 Omnibus Stock Incentive Plan,
as Amended and Restated on August 22, 2022**
(Full title of the plan)

Ronald M. Sanders
DigitalBridge Group, Inc.
590 Madison Avenue, 34th Floor
New York, New York 10022
(212) 547-2600
(Name, address and telephone number, including area code, of agent for service)

Copies to:

David W. Bonser, Esq.
Hogan Lovells US LLP
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (do not check if a smaller reporting company)	Smaller reporting company	<input 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

Registration of Additional Securities

2014 Equity Incentive Plan

The DigitalBridge Group, Inc. 2014 Omnibus Stock Incentive Plan, as amended and restated on August 22, 2022 (the “2014 Plan”), includes a provision that provides that the total number of shares reserved for issuance under the 2014 Plan will be increased as of January 1, 2018 and each January 1 thereafter by two percent (2%) of the outstanding shares of common stock on the immediately preceding December 31. On [January 10, 2017](#), [January 11, 2017](#), [March 1, 2021](#) and [March 2, 2022](#), the Registrant filed with the Securities and Exchange Commission Registration Statements on Form S-8, Registration Nos. 333-197104-01, 333-215509, 333-253752 and 333-263235, respectively (the “Prior Registration Statements”), relating to shares of the Registrant’s Class A common stock reserved for issuance under the 2014 Plan. This Registration Statement on Form S-8 is being filed to register an additional 3,198,590 shares of the Registrant’s Class A common stock under the 2014 Plan as a result of the annual increase for 2023.

INCORPORATION BY REFERENCE OF CONTENTS OF CERTAIN REGISTRATION STATEMENTS ON FORM S-8

In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference in this Registration Statement on Form S-8.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission (“SEC”) allows the Registrant to “incorporate by reference” the information the Registrant files with the SEC, which means that the Registrant can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with (rather than furnished to) the SEC will update and supersede this information. The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the SEC on [February 27, 2023](#);
- (2) The Registrant’s [Definitive Proxy Statement on Schedule 14A](#) filed with the SEC on March 30, 2022 (solely to the extent incorporated by reference into Part III of the Registrant’s [Annual Report on Form 10-K for the year ended December 31, 2021](#)); and
- (3) The description of the Registrant’s Class A common stock under the caption “Description of Colony NorthStar Capital Stock” included in its Registration Statement on Form S-4, as amended (File No. 333-212739), initially filed with the SEC on [July 29, 2016](#), as updated by [Exhibit 4.6](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the SEC on [February 27, 2023](#) and including any other amendments or reports filed for the purpose of updating such descriptions.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, 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 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. Notwithstanding the foregoing, the Registrant is not incorporating by reference any documents, portions of documents, exhibits or other information that is deemed to have been furnished to, rather than filed with, the SEC.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document that also is incorporated or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such prior 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.

Exhibit Number	Description
5.1*	Opinion of Hogan Lovells US LLP
10.1	DigitalBridge Group, Inc. 2014 Omnibus Stock Incentive Plan, as amended and restated on August 22, 2022 (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on August 22, 2022)
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Hogan Lovells US LLP (contained in Exhibit 5.1 hereto)
24.1*	Power of Attorney (contained on signature page hereto)
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 of 1933;

(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 Registration Fee" table in the effective Registration Statement;

(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 reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the 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 of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Boca Raton, State of Florida, on April 3, 2023.

DIGITALBRIDGE GROUP, INC.

By: /s/ Jacky Wu
Jacky Wu
Chief Financial Officer, Executive Vice President and Treasurer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marc C. Ganzi, Jacky Wu, and Ronald M. Sanders, and each or any one of them, 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 (including post-effective amendments) to this Registration Statement, 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 their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 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/ Marc C. Ganzi</u> Marc C. Ganzi	Chief Executive Officer, President and Director (Principal Executive Officer)	April 3, 2023
<u>/s/ Jacky Wu</u> Jacky Wu	Chief Financial Officer (Principal Financial Officer)	April 3, 2023
<u>/s/ Sonia Kim</u> Sonia Kim	Chief Accounting Officer (Principal Accounting Officer)	April 3, 2023
<u>/s/ J. Braxton Carter</u> J. Braxton Carter	Director	April 3, 2023
<u>/s/ Nancy A. Curtin</u> Nancy A. Curtin	Director	April 3, 2023
<u>/s/ Jeannie H. Diefenderfer</u> Jeannie H. Diefenderfer	Director	April 3, 2023
<u>/s/ Jon A. Fosheim</u> Jon A. Fosheim	Director	April 3, 2023
<u>/s/ Gregory J. McCray</u> Gregory J. McCray	Director	April 3, 2023
<u>/s/ Sháka Rasheed</u> Sháka Rasheed	Director	April 3, 2023
<u>/s/ Dale Anne Reiss</u> Dale Anne Reiss	Director	April 3, 2023
<u>/s/ David M. Tolley</u> David M. Tolley	Director	April 3, 2023



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April 3, 2023

Board of Directors
DigitalBridge Group, Inc.
750 Park of Commerce Drive, Suite 210
Boca Raton, Florida 33487

Ladies and Gentlemen:

We are acting as counsel to DigitalBridge Group, Inc., a Maryland corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the proposed offering of up to 3,198,590 newly issued shares of Class A common stock, \$0.04 par value per share (the “**Common Stock**”), of the Company (the “**Shares**”), all of which shares are issuable pursuant to the DigitalBridge Group, Inc. 2014 Omnibus Stock Incentive Plan, as amended and restated on August 22, 2022 (the “**Plan**”). 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, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Maryland General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) issuance of the Shares pursuant to the terms of the Plan and (ii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and in the Plan, the Shares will be validly issued, fully paid, and nonassessable.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Munich New York Northern Virginia Paris Perth Philadelphia Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington, D.C. Associated Offices: Budapest Jakarta Riyadh Shanghai FTZ Ulaanbaatar. Business Service Centers: Johannesburg Louisville. Legal Services Center: Berlin. For more information see www.hoganlovells.com

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ Hogan Lovells US LLP

HOGAN LOVELLS US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2014 Omnibus Stock Incentive Plan, as amended and restated on August 22, 2022, of DigitalBridge Group, Inc. of our reports dated February 27, 2023, with respect to the consolidated financial statements of DigitalBridge Group, Inc. and the effectiveness of internal control over financial reporting of DigitalBridge Group, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California
April 3, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

DIGITALBRIDGE GROUP, 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	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Class A Common Stock, \$0.04 par value per share	Other	3,198,590 ⁽²⁾	\$11.005 ⁽³⁾	\$35,200,482.95	0.0001102	\$3,879.10
	Total Offering Amounts					\$35,200,482.95		\$3,879.10
	Total Fees Previously Paid							
	Total Fee Offsets							\$3,667.08
	Net Fee Due							\$212.02

Table 2. Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims	DigitalBridge Group, Inc.	424(b)(3)	333-235886	January 10, 2020		\$3,667.08 ⁽⁴⁾	Equity	Class A Common Stock, \$0.04 par value per share	2,000,000	\$31,640,000	
Fee Offset Sources	DigitalBridge Group, Inc.	424(b)(3)	333-215506		January 11, 2017						\$3,667.08

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock of DigitalBridge Group, Inc. (the “Company”) that become issuable under the DigitalBridge Group, Inc. 2014 Omnibus Stock Incentive Plan, as amended and restated on August 22, 2022 (the “2014 Plan”), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Company’s outstanding shares of common stock.
- (2) Represents 3,198,590 additional shares of Class A common stock available for issuance as a result of the annual increase in the 2014 Plan capacity for 2023 pursuant to the 2014 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices per share of Class A common stock of the Company as reported on the New York Stock Exchange on March 28, 2023, which was \$11.005 per share.
- (4) On January 11, 2017, the Company filed a prospectus supplement dated January 10, 2017 (the “2017 Prospectus Supplement”) to its automatic shelf registration statement on Form S-3 (File No. 333-215506), registering 2,000,000 shares of Class A common stock, for which a filing fee of \$3,667.08 was paid based on the fee rate then in effect. On January 10, 2020, the Company filed a prospectus supplement dated January 10, 2020 (the “2020 Prospectus Supplement” and together with the 2017 Prospectus Supplement, the “Prior Prospectus Supplements”) to its automatic shelf registration statement on Form S-3 (No. 333-235886), which covered the 2,000,000 shares of Class A common stock previously registered pursuant to the 2017 Prospectus Supplement that remained unsold in accordance with Rule 415(a)(6) under the Securities Act. All such shares remain unsold and, pursuant to Rule 457(p) under the Securities Act, the Company is applying all \$3,667.08 of the registration fee previously paid in connection with the unsold securities toward the payment of the registration fee for the shares of Class A common stock registered hereunder. As a result of such offset, the Company is paying \$212.02 herewith. The Company has terminated the offerings that included the unsold securities under the Prior Prospectus Supplements.