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

Form S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

TRUEBLUE, INC.

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of
incorporation or organization)

91-1287341
(I.R.S. Employer
Identification Number)

1015 A Street
Tacoma, Washington 98402
(Address of principal executive offices, including zip code)

Amended and Restated 2016 Omnibus Incentive Plan
Amended and Restated 2010 Employee Stock Purchase Plan
(Full title of plans)

Corporation Service Company
300 Deschutes Way SW Suite 208 MC-CSC1
Tumwater, WA, 98501
1-800-927-9801

(Name, address and telephone number, including area code, of agent for service)

Copies to:
Andrew Moore
Perkins Coie LLP
1201 3rd Avenue, Suite 4900
Seattle, WA 98101

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 Accelerated filer Non-accelerated filer
Smaller reporting company Emerging growth company

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

EXPLANATORY STATEMENT

This Registration Statement on Form S-8 (this “Registration Statement”) relates to the registration of shares of common stock, no par value (“Common Stock”), of TrueBlue, Inc. (the “Registrant”) under the Amended and Restated 2016 Omnibus Incentive Plan and the Amended and Restated 2010 Employee Stock Purchase Plan, which were approved by the Registrant’s shareholders on May 11, 2023.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

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

PART II

INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

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

- (a) The Registrant’s [Annual Report on Form 10-K for the fiscal year ended December 25, 2022, filed with the Commission on February 15, 2023](#) which contains audited consolidated financial statements for the most recent fiscal year for which such statements have been filed;
- (b) The Registrant’s [Quarterly Report on Form 10-Q for the quarter ended March 26, 2023, filed with the Commission on April 24, 2023](#) and [Quarterly Report on Form 10-Q for the quarter ended June 25, 2023, filed with the Commission on July 24, 2023](#);
- (c) The Registrant’s [Current Report on Form 8-K, as filed with the Commission on May 15, 2023](#) and
- (d) The description of the Registrant’s Common Stock contained in the [Registration Statement on Form 8-A, filed on October 7, 1998](#), under Section 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description.

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

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Sections 23B.08.500 through 23B.08.603 of the Washington Business Corporation Act authorize a court to award, or a corporation's board of directors to grant, indemnification to directors and officers on terms sufficiently broad to permit indemnification under certain circumstances for liabilities arising under the Securities Act, as amended. Article 5(G) of the Registrant's amended and restated articles of incorporation and Article VII of the Registrant's amended and restated bylaws provide for indemnification of the Registrant's directors, officers, employees and agents to the maximum extent permitted by Washington law. Article VII of the Registrant's amended and restated bylaws also provide that directors and officers of the Registrant may be indemnified against liability they may incur for serving in those capacities pursuant to a liability insurance policy maintained by the Registrant for such purpose. The Registrant has entered into indemnification agreements with each of its directors and executive officers. The indemnification agreements set out, among other things, the process for determining entitlement to indemnification, the conditions to advancement of expenses, the procedures for directors' and executive officers' enforcement of indemnification rights, the limitations on indemnification, and the requirements relating to notice and defense of claims for which indemnification is sought.

Section 23B.08.320 of the Washington Business Corporation Act authorizes a corporation to limit a director's liability to the corporation or its shareholders for monetary damages for acts or omissions as a director, except in certain circumstances involving intentional misconduct, knowing violations of law or illegal corporate loans or distributions, or any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled. Article 9 of the Registrant's amended and restated articles and Article VIII of the Registrant's amended and restated bylaws contains provisions implementing, to the fullest extent permitted by Washington law, such limitations on a director's liability to the Registrant and its shareholders.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

Exhibit number	Exhibit description	Filed herewith	Incorporated by reference		
			Form	File no.	Date of first filing
4.1	Amended and Restated Articles of Incorporation.		8-K	001-14543	05/12/2016
4.2	Amended and Restated Bylaws.		10-Q	001-14543	10/30/2017
5.1	Opinion of Perkins Coie LLP regarding legality of the common stock being offered.	X			
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.	X			
23.2	Consent of Perkins Coie LLP (included in its opinion filed as Exhibit 5.1).	X			
24.1	Power of Attorney (included on the signature page).	X			
99.1	Amended and Restated 2016 Omnibus Incentive Plan.		10-Q	001-14543	07/24/2023
99.2	Amended and Restated 2010 Employee Stock Purchase Plan.		10-Q	001-14543	07/24/2023
107	Calculation of Filing Fee Table	X			

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 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 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) above 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 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.

(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 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.

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Steven C. Cooper and Derrek L. Gafford, and each of them, either of whom may act without joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with the power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign and to file any or all amendments to this registration statement, including post-effective amendments to this registration statement, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, and each of them, power and authority to perform any other act on behalf of the undersigned required to be done in connection therewith.

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.

Signature	Title	Date
<u>/s/ Steven C. Cooper</u> Steven C. Cooper	Director and Chief Executive Officer (principal executive officer)	July 24, 2023
<u>/s/ Derrek L. Gafford</u> Derrek L. Gafford	Chief Financial Officer and Executive Vice President (principal financial officer)	July 24, 2023
<u>/s/ Richard B. Christensen</u> Richard B. Christensen	Chief Accounting Officer and Senior Vice President (principal accounting officer)	July 24, 2023
<u>/s/ Jeffrey B. Sakaguchi</u> Jeffrey B. Sakaguchi	Director, Board Chair	July 24, 2023
<u>/s/ Colleen B. Brown</u> Colleen B. Brown	Director	July 24, 2023
<u>/s/ William C. Goings</u> William C. Goings	Director	July 24, 2023
<u>/s/ Kim Harris Jones</u> Kim Harris Jones	Director	July 24, 2023
<u>/s/ Robert C. Kreidler</u> Robert C. Kreidler	Director	July 24, 2023
<u>/s/ Sonita F. Lontoh</u> Sonita F. Lontoh	Director	July 24, 2023
<u>/s/ Kristi A. Savacool</u> Kristi A. Savacool	Director	July 24, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

TrueBlue, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, no par value	Rule 457(c) and Rule 457(h)	695,000 ⁽¹⁾⁽³⁾	\$18.15 ⁽⁴⁾	\$12,614,250.00	\$0.0001102	\$1,390.09
Equity	Common Stock, no par value	Rule 457(c) and Rule 457(h)	1,000,000 ⁽²⁾⁽³⁾	\$18.15 ⁽⁴⁾	\$18,150,000.00	\$0.0001102	\$2,000.13
Total Offering Amounts					\$30,764,250.00		\$3,390.22
Total Fee Offsets							\$0
Net Fee Due							\$3,390.22

- (1) Represents additional shares of the Registrant's Common Stock reserved for issuance under the Registrant's Amended and Restated 2016 Omnibus Incentive Plan (the "2016 Plan").
- (2) Represents additional shares of the Registrant's Common Stock reserved for issuance under the Registrant's Amended and Restated 2010 Employee Stock Purchase Plan (the "ESPP").
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of the Registrant's Common Stock that may become issuable under the 2016 Plan and the ESPP as a result of any future stock splits, stock dividends or similar adjustments of the Registrant's outstanding Common Stock.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is estimated to be \$18.15, based on the average of the high sales price (\$18.36) and the low sales price (\$17.94) for the Registrant's Common Stock as reported on the New York Stock Exchange on July 24, 2023.

July 24, 2023

TrueBlue, Inc.
1015 A Street
Tacoma, Washington 98402

Re: Registration Statement on Form S-8 of Shares of Common Stock, no par value per share, of TrueBlue, Inc.

Ladies and Gentlemen:

We have acted as counsel to you to render this opinion in connection with the preparation of a Registration Statement on Form S-8 (the "**Registration Statement**") under the Securities Act of 1933, as amended (the "**Act**"), which you are filing with the Securities and Exchange Commission (the "**Commission**") with respect to up to an additional 1,695,000 shares of TrueBlue, Inc. common stock, no par value (the "**Shares**"), of which 695,000 are authorized for issuance under the Company's Amended and Restated 2016 Omnibus Incentive Plan (the "**2016 Plan**") and 1,000,000 are authorized for issuance under the Company's Amended and Restated 2010 Employee Stock Purchase Plan (the "**ESPP**") and together with the 2016 Plan, the "**Plans**").

We have examined the Registration Statement and such documents and records of TrueBlue, Inc. as we have deemed necessary for the purpose of this opinion. In giving this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with originals of all instruments presented to us as copies and the genuineness of all signatures.

Based upon and subject to the foregoing, we are of the opinion that any original issuance Shares that may be issued pursuant to the Plans, upon the registration by the registrar of such Shares and the issuance thereof by TrueBlue, Inc. in accordance with the terms of the Plans, and the receipt of consideration therefor in accordance with the terms of the Plans, will be legally issued, fully paid and nonassessable.

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

Very truly yours,

/s/ Perkins Coie LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 15, 2023, relating to the financial statements of TrueBlue, Inc. and the effectiveness of TrueBlue, Inc's internal control over financial reporting, appearing in the Annual Report on Form 10-K of TrueBlue, Inc. for the year ended December 25, 2022.

/s/ Deloitte & Touche LLP

Seattle, Washington
July 24, 2023