

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

TERRAN ORBITAL CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware **98-1572314**
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

**6800 Broken Sound Parkway NW, Suite 200
Boca Raton, Florida, 33487
(561) 988-1704**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

TERRAN ORBITAL CORPORATION 2021 OMNIBUS INCENTIVE PLAN
(Full title of the plan)

Marc H. Bell
**6800 Broken Sound Parkway NW, Suite 200
Boca Raton, Florida, 33487
Tel: (561) 988-1704**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Rosa A. Testani, Esq.
Jonathan R. Pavlich, Esq.
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, New York 10036
Tel: (212) 872-1000**

James S. Black
**Senior Vice President and General Counsel
Terran Orbital Corporation
6800 Broken Sound Pkwy NW, Suite 200
Boca Raton, Florida 33487
Tel: (561) 988-1704**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Terran Orbital Corporation, a Delaware corporation (the “*Company*”), is filing this registration statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission (the “*SEC*”) to register 5,982,418 additional shares of common stock, par value \$0.0001 per share (the “*common stock*”) available for issuance under the Company’s 2021 Omnibus Incentive Plan (the “*2021 Plan*”), pursuant to the evergreen provisions of the 2021 Plan providing for an annual 3% automatic increase in the number of shares reserved for issuance under the 2021 Plan.

In accordance with General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Company’s prior registration statements on Form S-8 filed with the SEC on June 24, 2022 ([Registration No. 333-265837](#)) and June 23, 2023 ([Registration No. 333-272882](#)), except to the extent supplemented, amended or superseded by the information set forth herein. In accordance with the instructional note to Part I of Form S-8 as promulgated by the SEC, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the SEC pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”) and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- a) the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2023 (the “*Annual Report*”) filed with the SEC on April 1, 2024 pursuant to Section 13 of the Exchange Act;
- b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Company’s Annual Report referred to in (a) above (other than the documents or portions of such documents deemed to have been furnished and not filed in accordance with the rules of the SEC); and
- c) the description of common stock contained in the Company’s registration on [Form 8-A](#) (File No. 001-40170) filed with the SEC on March 4, 2021 and any amendment or report filed with the SEC for the purpose of updating the description, including [Exhibit 4.6](#) to the Annual Report.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act 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; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be 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 deemed to be incorporated by reference herein modifies or supersedes such statement. Any such 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.

The following documents are filed as exhibits to this Registration Statement:

Exhibit No.	Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation.	8-K	3.1	5/5/2023
4.2	Bylaws of Terran Orbital Corporation.	8-K	3.2	3/28/2022
4.3	Terran Orbital Corporation 2021 Omnibus Incentive Plan.	8-K	10.13	3/28/2022
5.1*	Opinion of James S. Black regarding the validity of the shares of the Company’s common stock registered hereby.			
23.1*	Consent of KPMG LLP.			
23.2*	Consent of James S. Black (included with the opinion filed as Exhibit 5.1).			
24.1	Power of Attorney.	S-8	24.1	6/24/2022
107*	Calculation of Registration Fee.			

* 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 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 1, 2024.

TERRAN ORBITAL CORPORATION

By: /s/ Marc H. Bell
Marc H. Bell
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Marc H. Bell Marc H. Bell	Chairman and Chief Executive Officer (Principal Executive Officer)	April 1, 2024
/s/ Mathieu Riffel Mathieu Riffel	Senior Vice President, Acting Chief Financial Officer and Corporate Controller (Principal Financial Officer and Principal Accounting Officer)	April 1, 2024
* Daniel Staton	Vice Chairman	April 1, 2024
* James LaChance	Director	April 1, 2024
* Richard Newton	Director	April 1, 2024
* Tobi Petrocelli	Director	April 1, 2024
* Douglas Raaberg	Director	April 1, 2024
* Stratton Sclavos	Director	April 1, 2024
* Thomas Manion	Director	April 1, 2024

*By: /s/ Marc H. Bell
Marc H. Bell
Attorney-in-fact

April 1, 2024

Board of Directors
Terran Orbital Corporation
6800 Broken Sound Parkway, Suite 200
Boca Raton, FL 33487

Ladies and Gentleman:

This opinion letter is furnished to you 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 on Form S-8 (the "**Registration Statement**") filed with the Securities and Exchange Commission by Terran Orbital Corporation (the "**Company**") relating to the registration of 5,982,418 shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**"), issuable under the Terran Orbital Corporation 2021 Omnibus Incentive Plan (the "**2021 Plan**"). For purposes of this opinion letter, I have examined such records, documents and proceedings as I have deemed relevant and necessary as a basis for the opinion expressed herein.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. I express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations. As used herein, the term "Delaware General Corporation Law, as amended" includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

Based upon, subject to and limited by the foregoing, I am of the opinion that when issued in accordance with the terms of the 2021 Plan and the award agreements issued under the 2021 Plan, the Shares will be legally issued, fully paid, and nonassessable.

This opinion letter has been prepared for your use in connection with the Registration Statement. I hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not thereby admit that I am an "expert" within the meaning of the Securities Act of 1933, as amended.

Very Truly yours,

/s/ James Black
James Black
Senior Vice President, General Counsel and Secretary



KPMG LLP
Suite 700
20 Pacifica
Irvine, CA 92618-3391

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated April 1, 2024, with respect to the consolidated financial statements of Terran Orbital Corporation, incorporated herein by reference.

/s/ KPMG LLP

Irvine, California
April 1, 2024

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

Terran Orbital Corporation
(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 Share ⁽³⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share to be issued under the Terran Orbital Corporation 2021 Omnibus Incentive Plan	457(c) and 457(h)	5,982,418 ⁽²⁾	\$1.06	\$6,341,363.08	\$0.00014760	\$935.99
Total Offering Amounts					\$6,341,363.08		\$935.99
Total Fee Offsets⁽⁴⁾							\$—
Net Fee Due							\$935.99

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this registration statement on Form S-8 (the “*Registration Statement*”) shall also cover any additional shares of the Company’s common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, 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 the Company’s common stock.

(2) Represents additional shares of the Company’s common stock reserved for issuance under the Terran Orbital Corporation 2021 Omnibus Incentive Plan (the “*2021 Plan*”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2021 Plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, the proposed maximum offering price per share and proposed maximum aggregate offering price are based upon the average of the high and low prices of the common stock on the New York Stock Exchange on March 25, 2024 (\$1.06 per share), which date is within five business days prior to the filing of this Registration Statement.

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

