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

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

FLEXSTEEL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State or Other Jurisdiction of
Incorporation or Organization)

42-0442319
I.R.S Employer
Identification No.

**385 Bell Street
Dubuque, IA 52001
(563) 556-7730**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

Amended and Restated Omnibus Stock Plan
(Full title of plan)

with copy to:

**G. Alejandro Huerta
Chief Financial Officer, Secretary, and Treasurer
Flexsteel Industries, Inc.
385 Bell Street
Dubuque, IA 52001
(563) 556-770**

**JC Anderson
Lathrop GPM LLP
500 IDS Center
80 South Eight Street
Minneapolis, MN 55402
(612) 632-3000**

(Name, address, including zip code, and 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, 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
Non-accelerated filer

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.

PART I
REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Flexsteel Industries, Inc. (the “*Registrant*”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “*Commission*”) to register 250,000 additional shares of the Registrant’s common stock under the Registrant’s Omnibus Stock Plan (“*Plan*”). The number of shares of common stock reserved under the Plan is now 950,000.

This Registration Statement hereby incorporates by reference the contents of the Registrant’s previous registration statements on Form S-8 filed with the Commission on December 23, 2013 (Registration No. 333-193041). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of 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 Flexsteel Industries, Inc. (the “*Company*” or the “*Registrant*”) with the Commission are incorporated by reference into this Registration Statement:

- (a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended June 30, 2022, filed on August 26, 2022; and
- (b) Our Current Reports on Form 8-K filed on [August 25, 2022](#), and [September 1, 2022](#); and 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 Registrant’s Annual Report referred to in (a) above; and
- (c) The description of the Company’s common stock, par value \$1.00, contained in [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2019, filed on September 13, 2019.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the “*Exchange Act*”) (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items) after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission 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 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 or is deemed to be incorporated by reference in this Registration Statement 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.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Form 8-K, as filed with the Securities and Exchange Commission on December 7, 2016).</u>
4.2	<u>Amended and Restated Bylaws of the Company (incorporated by reference to Form 8-K, as filed with the Securities Exchange Commission on December 10, 2021).</u>
5.1	<u>Opinion of Lathrop GPM LLP (filed herewith).</u>
23.1	<u>Consent of Deloitte & Touche LLP (filed herewith).</u>
23.2	<u>Consent of Lathrop GPM LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>
99.1	<u>Amended and Restated Omnibus Stock Plan (incorporated by reference to Form 8-K filed with the Securities and Exchange Commission on December 15, 2020).</u>
107	<u>Filing Fee Table (filed herewith).</u>

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 Dubuque, State of Iowa on September 6, 2022.

FLEXSTEEL INDUSTRIES, INC.

By: /s/ G. Alejandro Huerta

G. Alejandro Huerta
Chief Financial Officer

POWERS OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jerald K. Dittmer and G. Alejandro Huerta, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his 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 powers and authority to do and perform each and every act and things requisite or necessary to be done in and about the premises, 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 their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have each executed this Power of Attorney, in one or more counterparts, as of this 6th day of September 2022.

/s/ Jerald K. Dittmer
Jerald K. Dittmer
Director, President and Chief Executive Officer (Principal Executive Officer)

/s/ Eric S. Rangen
Eric S. Rangen
Director

/s/ G. Alejandro Huerta
G. Alejandro Huerta
Chief Financial Officer (Principal Financial and Accounting Officer)

/s/ Mary C. Bottie
Mary C. Bottie
Director

/s/ Thomas M. Levine
Thomas M. Levine
Chair of the Board of Directors

/s/ Kathryn P. Dickson
Kathryn P. Dickson
Director

/s/ William S. Creekmuir
William S. Creekmuir
Director

/s/ M. Scott Culbreth
M. Scott Culbreth
Director

/s/ Matthew A. Kaness
Matthew A. Kaness
Director

LATHROP GPM LLP
500 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402
(612) 632-3000

September 6, 2022

Flexsteel Industries, Inc.
385 Bell Street
Dubuque, IA 52001

Ladies and Gentlemen:

We have acted as counsel for Flexsteel Industries, Inc., a Minnesota corporation (the “**Company**”), in connection with the Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933 (the “**Act**”) on even date herewith, relating to the sale by the Company from time to time of up to 250,000 shares of Common Stock, \$1.00 par value per share, of the Company (the “**Shares**”), initially issuable pursuant to a the Amended and Restated Omnibus Plan (the “**Plan**”).

As the counsel to the Company in connection with the Registration Statement, we have examined the actions taken by the Company in connection with the authorization of the issuance of the Shares, and such documents as we have deemed necessary to render this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or conformed copies and the authenticity of the originals of such copies. As to questions of fact material to this opinion, we have relied, without independent verification, upon certificates or comparable documents of public officials and of officers and representatives of the Company.

We have also assumed that (i) the Registration Statement and any amendments thereto (including post-effective amendments) have become effective and will continue to be effective at the time of the sale of any Shares, (ii) all Shares will be sold in the manner stated in the Registration Statement, and (iii) at the time of the sale of any Shares, there will not have occurred any changes in the law affecting the authorization, execution, delivery, validity or enforceability of the Shares.

Our opinion is limited to the general corporate laws of the State of Minnesota and the federal laws of the United States of America and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Based upon and subject to the foregoing, it is our opinion that the Shares have been duly authorized and, upon issuance, delivery and payment therefor in accordance with the terms of the Plan, and any relevant agreements thereunder, will be validly issued, fully paid and non-assessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/S/ LATHROP GPM 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 August 2, 2022, relating to the financial statements of Flexsteel Industries, Inc., and the effectiveness of Flexsteel Industries, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Flexsteel Industries, Inc. for the year ended June 30, 2022.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota

September 6, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Flexsteel Industries, 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 (2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$1.00 par value per share	(2)	250,000	\$18.33	\$4,582,500	\$0.0000927	\$424.80
Total Offering Amounts					\$4,582,500		\$424.80
Total Fee Offsets							
Net Fee Due							\$424.80

- (1) Pursuant to Rule 416 promulgated 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 that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457 (h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Market on August 29, 2022.