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

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

P3 HEALTH PARTNERS INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

85-2992794
(I.R.S. Employer
Identification No.)

2370 Corporate Circle, Suite 300
Henderson, NV 89074
(702) 910-3950
(Address of principal executive offices) (Zip code)

P3 Health Partners Inc. 2021 Incentive Award Plan
(Full title of the plan)

Leif Pedersen
Chief Financial Officer
2370 Corporate Circle, Suite 300
Henderson, NV 89074
(702) 910-3950
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

With a copy to:

Amy Bowler
Holland & Hart LLP
555 17th Street, Suite 3200
Denver, CO 80202
Phone: (303) 290-1086

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 type="checkbox"/>
Non-accelerated filer	<input checked="" 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 comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 72,059 shares of Class A common stock, par value \$0.0001 per share, of P3 Health Partners Inc. (the "Registrant") that became available for issuance pursuant to the Company's 2021 Incentive Award Plan (the "2021 Plan") for which a Registration Statement of the Company on Form S-8 (File No. [333-267966](#)) is effective.

Pursuant to General Instruction E of Form S-8, the contents of the above referenced prior Registration Statement on Form S-8, including any amendments thereto, filed with the Securities and Exchange Commission, relating to the 2021 Plan are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on December 9, 2021).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed April 17, 2025).
4.3	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed March 12, 2024).
5.1*	Opinion of Holland & Hart LLP.
23.1*	Consent of BDO USA, P.C., Independent Registered Public Accounting Firm
23.2*	Consent of Holland & Hart LLP (included in legal opinion filed as Exhibit 5.1).
24.1*	Power of Attorney (included on signature pages).
99.1	P3 Health Partners Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.12 to the registrant's Current Report on Form 8-K filed on December 9, 2021).
107.1*	Filing Fee Table

* 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 Henderson, State of Nevada, on April 3, 2026.

P3 HEALTH PARTNERS INC.

By: /s/ Leif Pedersen

Name: Leif Pedersen

Title: Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Aric Coffman, M.D. and Leif Pedersen, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules 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 or desirable 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 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 by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Aric Coffman, M.D.</u> Aric Coffman, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 3, 2026
<u>/s/ Leif Pedersen</u> Leif Pedersen	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	April 3, 2026
<u>/s/ Mark Thierer</u> Mark Thierer	Chairman of the Board of Directors	April 3, 2026
<u>/s/ Amir S. Bacchus, M.D.</u> Amir S. Bacchus, M.D.	Chief Medical Officer and Director	April 3, 2026
<u>/s/ Gregory N. Kazarian</u> Gregory N. Kazarian	Director	April 3, 2026
<u>/s/ Lawrence B. Leisure</u> Lawrence B. Leisure	Director	April 3, 2026
<u>/s/ Jeffrey G. Park</u> Jeffrey G. Park	Director	April 3, 2026
<u>/s/ Thomas E. Price, M.D.</u> Thomas E. Price, M.D.	Director	April 3, 2026
<u>/s/ Mary A. Tolan</u> Mary A. Tolan	Director	April 3, 2026
<u>/s/ Greg Wasson</u> Greg Wasson	Director	April 3, 2026

April 3, 2026

P3 Health Partners Inc.
2370 Corporate Circle, Suite 300
Henderson, NV 89074

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to P3 Health Partners Inc., a Delaware corporation (the “*Company*”), in connection with its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “*Commission*”) on the date hereof (the “*Registration Statement*”), pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”). Pursuant to the Registration Statement, the Company is registering for issuance 72,059 shares of the Company’s Class A common stock, par value \$0.0001 per share (the “*Shares*”) for issuance under the Company’s 2021 Incentive Award Plan (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 under the Securities Act in connection with the Registration Statement, and no opinion is expressed or may be implied herein as to any matter pertaining to the contents of the Registration Statement other than as to the valid issuance of the Shares.

As the basis for the opinion hereinafter expressed, we have reviewed originals or copies of the following:

- A. an executed copy of the Registration Statement;
- B. the Amended and Restated Certificate of Incorporation of the Company, dated December 3, 2021, as amended by the Certificate of Amendment, dated April 11, 2025, each as currently in effect (“*Charter*”);
- C. a copy of the Amended and Restated Bylaws of the Company, dated March 8, 2024, and as currently in effect;
- D. the Plan;
- E. a certificate of good standing covering the Company, issued by the Secretary of State of the State of Delaware as of a recent date; and
- F. such resolutions, records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. In making our examination, we have assumed: (i) that all signatures on documents examined by us are genuine; (ii) the authenticity of all documents submitted to us as originals; (iii) the conformity with the original documents of all documents submitted to us as certified, conformed or electronic or photostatic copies; (iv) that each individual signing in a representative capacity (other than on behalf of the Company)

any document reviewed by us had authority to sign in such capacity; (v) that each individual signing any document on such individual's behalf or on behalf of any entity had the legal capacity to do so; (vi) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed; (vii) that the Registration Statement, Charter, or other organizational documents of the Company, each as amended to the date hereof, will not have been amended from the date hereof in a manner that would affect the validity of the opinion rendered herein; and (viii) the accuracy, completeness and authenticity of certificates of public officials.

We are opining herein as to the Delaware General Corporation Law, as amended, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction, or as to any matters of municipal law or the laws of any local agencies within any state.

Based on the foregoing and on such legal considerations as we deem relevant, and subject to the limitations, qualifications, exceptions, and assumptions set forth herein and in reliance on the statements of fact contained in the documents we have examined, we are of the opinion that the Shares have been duly authorized for issuance pursuant to the Plan, and when issued in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We expressly disavow any obligation to advise you with respect to future changes in law or in our knowledge or as to any event or change of condition occurring subsequent to the date of this letter. This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving these consents, 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.

Very truly yours,

/s/ Holland & Hart LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 26, 2026, relating to the consolidated financial statements of P3 Health Partners Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO USA, P.C.
Las Vegas, Nevada
April 3, 2026