

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

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**SKYWARD SPECIALTY INSURANCE GROUP, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6331**  
(Primary Standard Industrial  
Classification Code Number)

**14-1957288**  
(I.R.S. Employer  
Identification Number)

**800 Gessner Road, Suite 600  
Houston, TX 77024-4284  
(713) 935-4800**  
(Name, address, including zip code, and telephone number, including  
area code, of agent for service)

**Andrew Robinson  
Chief Executive Officer  
Skyward Specialty Insurance Group, Inc.  
800 Gessner Road, Suite 600  
Houston, TX 77024-4284  
(713) 935-4800**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Michael Murphy  
Patrick J. O'Malley  
Bianca J. LaCaille  
DLA Piper LLP (US)  
1251 Avenue of the Americas  
New York, NY 10020-1104  
(212) 335-4500**

**Marc D. Jaffe  
Erika L. Weinberg  
Latham & Watkins LLP  
1271 Avenue of the Americas  
New York, NY 10020  
(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 13(a) of the Exchange Act.

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**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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### Explanatory note and incorporation by reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Securities Act**”), for the sole purpose of increasing the aggregate number of shares of common stock offered by The Westaim Corporation (the “**Selling Stockholder**”) by 575,000 shares, of which 75,000 are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock from the Selling Stockholder. The contents of the Registration Statement on [Form S-1 \(File No. 333-275500\)](#), including all exhibits thereto (the “**Earlier Registration Statement**”), filed by the Registrant with the Securities and Exchange Commission (the “**Commission**”) pursuant to the Securities Act, which was declared effective by the Commission on November 15, 2023, are incorporated by reference into this Registration Statement. The additional shares of common stock that are being registered for issuance and sale pursuant to this Registration Statement are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 of the Earlier Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

#### EXHIBIT INDEX

##### Exhibit No. Exhibit Index

<a href="#">5.1</a>	<a href="#">Opinion of DLA Piper LLP.</a>
<a href="#">23.1</a>	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm.</a>
<a href="#">23.2</a>	<a href="#">Consent of DLA Piper LLP (included in Exhibit 5.1).</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney.</a>
<a href="#">107</a>	<a href="#">Filing Fee Table.</a>

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\*Previously filed on the signature page to the Registrant’s Registration Statement on Form S-1 (File No. 333-275500), originally filed with the Securities and Exchange Commission on November 13, 2023 and incorporated by reference herein.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Houston, Texas, on November 15, 2023.

### SKYWARD SPECIALTY INSURANCE GROUP, INC.

By /s/ Andrew Robinson  
Andrew Robinson  
Chief Executive Officer

## POWER OF ATTORNEY

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/ Andrew Robinson</u> Andrew Robinson	Chief Executive Officer and Director (Principal Executive Officer)	November 15, 2023
* <u>Mark Haushill</u>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 15, 2023
* <u>J. Cameron MacDonald</u>	Director	November 15, 2023
* <u>Gena Ashe</u>	Director	November 15, 2023
* <u>Robert Creager</u>	Director	November 15, 2023
* <u>Marcia Dall</u>	Director	November 15, 2023
* <u>James Hays</u>	Director	November 15, 2023
* <u>Robert Kittel</u>	Director	November 15, 2023
* <u>Anthony J. Kuczinski</u>	Director	November 15, 2023
* <u>Katharine Terry</u>	Director	November 15, 2023

\*By: /s/ Andrew Robinson  
Andrew Robinson  
*Attorney-in-Fact*

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**DLA Piper LLP (US)**  
4365 Executive Drive, Suite  
1100  
San Diego, California  
92121-2133  
www.dlapiper.com

November 15, 2023

Skyward Specialty Insurance Group, Inc.  
800 Gessner Road, Suite 600  
Houston, TX 77024-4284

**Re: Registration Statement on Form S-1**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 of Skyward Specialty Insurance Group, Inc., a Delaware corporation (the "**Company**"), filed with the Securities and Exchange Commission (the "**Commission**") on the date hereof pursuant to Rule 462(b) (the "**Additional Registration Statement**") promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), in connection with the offering of 575,000 shares of its common stock, par value \$0.01 per share (the "**Shares**") to be sold by The Westaim Corporation (including up to 75,000 shares of common stock to be sold by The Westaim Corporation pursuant to an overallotment option granted to the underwriters). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1, File No. 333-275500 (the "**Registration Statement**"), of the Company, filed with the Commission pursuant to the Securities Act.

This opinion is being furnished in accordance with the requirements of Item 16(a) of Form S-1 and Item 601(b)(5)(i) of Regulation S-K.

We have examined such instruments, documents and records as we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. As to matters of fact relevant to our opinion set forth below, we have relied, without independent investigation, on certificates of public officials and of officers of the Company. We express no opinion concerning any law other than the laws of the State of Delaware.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth above, we are of the opinion that the Shares have been duly authorized and validly issued and are fully-paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus included in the Registration Statement. 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 Securities Act or the rules and regulations of the Commission promulgated thereunder.

Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, or the Registration Statement. This opinion is rendered as of the date hereof, and we assume no obligation to advise you of any fact, circumstance, event or development that may hereafter be brought to our attention whether or not such occurrence would alter, affect or modify the opinion expressed herein.

Very truly yours,

/s/ **DLA Piper LLP (US)**

DLA Piper LLP (US)

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 28, 2023, with respect to the consolidated financial statements of Skyward Specialty Insurance Group, Inc. included in the Registration Statement (Form S-1 No. 333-275500) and related Prospectus of Skyward Specialty Insurance Group, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Houston, Texas

November 15, 2023

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Calculation of Filing Fee Tables

Form S-1  
(Form Type)

Skyward Specialty Insurance Group, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Maximum Aggregate Offering Price <sup>(1)(2)</sup>	Fee Rate	Amount of Registration Fee	
<b>Newly Registered Securities</b>						
Fees to Be Paid	Equity	Common Stock, par value \$0.01 per share	Rule 457(a)	\$17,537,500	0.0001476	\$2,588.54
<b>Total Offering Amounts</b>						
<b>Total Fees Previously Paid</b>						
<b>Total Fee Offsets</b>						
<b>Net Fee Due</b>				<u>\$17,537,500</u>	<u>\$2,588.54</u>	

(1) Includes offering price of any additional shares that the underwriters have the option to purchase.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.