

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

**FORM S-8  
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)

14-1957288  
(IRS Employer  
Identification No.)

800 Gessner Road, Suite 600  
Houston, Texas 77024  
Telephone: (713) 935-4800

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

Skyward Specialty Insurance Group, Inc. 2022 Long-Term Incentive Plan  
Skyward Specialty Insurance Group, Inc. 2022 Employee Stock Purchase Plan  
(Full title of the plans)

Andrew Robinson, Chief Executive Officer  
Skyward Specialty Insurance Group, Inc.  
800 Gessner Road, Suite 600  
Houston, Texas 77024  
Telephone: (713) 935-4800

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

*Copies to:*

Patrick O'Malley  
DLA Piper LLP (US)  
1251 Avenue of the Americas  
New York, NY 10020-1104  
(212) 335-4500

Leslie Shaunty  
Skyward Specialty Insurance Group, Inc.  
800 Gessner Road, Suite 600  
Houston, Texas 77024  
(713) 935-4800

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 of 1934 (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 type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, this Registration Statement on Form S-8 (this “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 753,102 shares of the common stock of Skyward Specialty Insurance Group, Inc. (the “Registrant”), par value \$0.01 per share (“Common Stock”), issuable under the following employee benefit plans for which a registration statement of the Registrant on Form S-8 (File No. 333-269208) is effective: (i) the 2022 Long-Term Incentive Plan (the “2022 Plan”), added 717,102 shares of Common Stock, which was determined by the Compensation Committee in its discretion, and (ii) the 2022 Employee Stock Purchase Plan (the “ESPP”) added 36,000 shares of Common Stock, which was determined by the Compensation Committee in its discretion.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Not filed as part of this Registration Statement pursuant to the instructions to Part I of Form S-8.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents filed or to be filed (other than portions of those documents furnished or otherwise not deemed filed) by the Registrant with the Commission are incorporated into this Registration Statement by reference, as of their respective dates:

- [Registration Statement on Form S-8 \(File No. 333-269208\) as filed with the SEC on January 12, 2023;](#)
  - [Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC on April 1, 2024;](#)
  - Quarterly Reports on Form 10-Q for the quarter ended March 31, 2023, as filed with the SEC on [May 11, 2023](#), for the quarter ended June 30, 2023, as filed with the SEC on [August 10, 2023](#), and for the quarter ended September 30, 2023, as filed with the SEC on [November 9, 2023](#);
  - Current Reports on Form 8-K as filed with the SEC on [January 18, 2023](#), [April 3, 2023](#), [May 16, 2023](#), [May 30, 2023](#), [August 15, 2023](#), [November 30, 2023](#) and [December 14, 2023](#) (excluding the information furnished under Items 2.02 and 7.01 thereof);
  - [The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A \(File No. 001-41591\), filed by the Registrant with the SEC under Section 12\(b\) of the Exchange Act, on January 12, 2023, including any amendments or reports filed for the purpose of updating such description; and](#)
  - All other reports filed by the Registrant pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) since the end of the fiscal year covered by the documents referred to above.
-

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities then remaining unsold shall be deregistered, shall be deemed to be incorporated by reference in the Registration Statement and to be a part thereof from the date of the filing of such documents.

For purposes of this Registration Statement and the related prospectus, any statement contained in a document incorporated or deemed to be incorporated by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in a subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or replaces such statement. Any statement so modified shall not be deemed in its unmodified form to constitute part of this Registration Statement or the related prospectus.

**Item 8. Exhibits.**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Index</b>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on January 18, 2023).</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on January 18, 2023).</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of DLA Piper LLP</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of Ernst &amp; Young LLP</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of DLA Piper LLP (included in Exhibit 5.1)</u></a>
<a href="#"><u>24.1*</u></a>	<a href="#"><u>Power of Attorney (included on the signature page hereto)</u></a>
<a href="#"><u>99.4</u></a>	<a href="#"><u>Skyward Specialty Insurance Group, Inc. 2022 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.4 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 12, 2023).</u></a>
<a href="#"><u>99.5</u></a>	<a href="#"><u>Skyward Specialty Insurance Group, Inc. 2022 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.5 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 12, 2023).</u></a>
<a href="#"><u>99.6</u></a>	<a href="#"><u>Form of Restricted Stock Units Agreement and form of notice under the Registrant's 2022 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.6 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 12, 2023).</u></a>
<a href="#"><u>99.7</u></a>	<a href="#"><u>Form of Restricted Stock Agreement under the Registrant's 2022 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.7 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 12, 2023).</u></a>

- [99.8](#) [Form of Nonstatutory Stock Option Agreement and form of notice under the Registrants 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 99.8 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 12, 2023\).](#)
- [99.9](#) [Form of Incentive Stock Option Agreement and form of notice under the Registrants 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 99.9 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 12, 2023\).](#)
- [99.10](#) [Form of Performance-Based Restricted Stock Units Agreement under the Registrant's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.10 to the Registrant's Form 10-K filed with the Commission on March 28, 2023\).](#)
- [99.11](#) [Form of Performance-Based Restricted Stock Units Agreement under the Registrant's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.11 to the Registrant's Form 10-K filed with the Commission on March 28, 2023\).](#)
- [99.12](#) [Form of Performance Unit Agreement under the Registrant's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.12 to the Registrant's Form 10-K filed with the Commission on March 28, 2023\).](#)
- [99.13](#) [Amended Form of Performance Share \(GBVPS\) Agreement under the Company's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.13 to the Registrant's Form 10-K filed with the Commission on April 1, 2024\).](#)
- [99.14](#) [Amended Form of Performance Share \(Executives\) Agreement under the Company's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.14 to the Registrant's Form 10-K filed with the Commission on April 1, 2024\).](#)
- [99.15](#) [Amended Form of Performance Share \(Others\) Agreement under the Company's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.15 to the Registrant's Form 10-K filed with the Commission on April 1, 2024\).](#)
- [99.16](#) [Amended Form of Performance Cash Units Agreement under the Company's Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.16 to the Registrant's Form 10-K filed with the Commission on April 1, 2024\).](#)
- [99.17](#) [Amended Form of the Restricted Stock Unit \(Executives\) Agreement under the Company's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.17 to the Registrant's Form 10-K filed with the Commission on April 1, 2024\).](#)
- [99.18](#) [Amended Form of Restricted Stock Unit \(Others\) Agreement under the Company's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.18 to the Registrant's Form 10-K filed with the Commission on April 1, 2024\).](#)
- [99.19](#) [Amended Form of Long-Term Performance Cash Plan and Award Letter under the Company's 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.19 to the Registrant's Form 10-K filed with the Commission on April 1, 2024\).](#)
- [107\\*](#) [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 Houston, Texas, on April 5, 2024.

### SKYWARD SPECIALTY INSURANCE GROUP, INC.

By /s/ Andrew Robinson  
Andrew Robinson  
Chief Executive Officer

## POWER OF ATTORNEY

Each of the undersigned officers and directors of Skyward Specialty Insurance Group, Inc. hereby constitutes and appoints Andrew Robinson, Mark Haushill and Leslie Shaunty, and each of them any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this registration statement of Skyward Specialty Insurance Group, Inc. on Form S-8, and any other registration statement relating to the same offering (including any registration statement, or amendment thereto, that is to become effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended), and any and all amendments thereto (including post-effective amendments to the registration statement), and to file the same, with all exhibits thereto, and all 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 to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their 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.

---

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Andrew Robinson</u> Andrew Robinson	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 5, 2024
<u>/s/ Mark Haushill</u> Mark Haushill	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 5, 2024
<u>/s/ Gena Ashe</u> Gena Ashe	Director	April 5, 2024
<u>/s/ Robert Creager</u> Robert Creager	Director	April 5, 2024
<u>/s/ Marcia Dall</u> Marcia Dall	Director	April 5, 2024
<u>/s/ James Hays</u> James Hays	Director	April 5, 2024
<u>/s/ Anthony J. Kuczinski</u> Anthony J. Kuczinski	Director	April 5, 2024
<u>/s/ Michael Morrissey</u> Michael Morrissey	Director	April 5, 2024
<u>/s/ Katharine Terry</u> Katharine Terry	Director	April 5, 2024

---



**DLA Piper LLP (US)**  
4365 Executive Drive, Suite 1100  
San Diego, California 92121-2133  
www.dlapiper.com  
T 858.677.1400

April 5, 2024

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

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Skyward Specialty Insurance Group, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the issuance from time to time of up to an aggregate of 753,102 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), pursuant to awards granted or to be granted under the Skyward Specialty Insurance Group, Inc. 2022 Long-Term Incentive Plan (the "2022 Plan") and the Skyward Specialty Insurance Group, Inc. 2022 Employee Stock Purchase Plan (the "ESPP," and together with the 2022 Plan, the "Plans").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 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, 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.

On the basis of the foregoing, we are of the opinion that, when the Shares are issued and paid for in accordance with the terms of the Plans, they will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to 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)

---

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2022 Long-Term Incentive Plan and the 2022 Employee Stock Purchase Plan of Skyward Specialty Insurance Group, Inc. of our report dated April 1, 2024, with respect to the consolidated financial statements of Skyward Specialty Insurance Group, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas

April 5, 2024

---



## Calculation of Filing Fee Table

Form S-8  
(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 Rule	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Rule 457	717,102 <sup>(2)</sup>	\$ 37.43 <sup>(3)</sup>	\$ 26,841,127.86	\$ 0.0001476	\$ 3,961.75
Equity	Common Stock, \$0.01 par value per share	Rule 457(a)	36,000 <sup>(4)</sup>	\$ 31.82 <sup>(5)</sup>	\$ 1,145,358.00	\$ 0.0001476	\$ 169.05
<b>Total Offering Amounts</b>					<b>\$ 27,986,485.86</b>		<b>\$ 4,130.81</b>
<b>Total Fees Previously Paid</b>							-
<b>Total Fee Offsets</b>							-
<b>Net Fee Due</b>							<b>\$ 4,130.81</b>

- (1) Pursuant to Rule 416 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 under the Registrant's 2022 Long-Term Incentive Plan (the "2022 Plan") and/or the Registrant's 2022 Employee Stock Purchase Plan (the "2022 ESPP") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Reflects automatic annual increases on January 1, 2024, to the number of shares of the Registrant's common stock reserved for issuance under the 2022 Plan, which annual increase is provided for in the 2022 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on \$37.43, which represents the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select market on April 1, 2024.
- (4) Reflects automatic annual increases on January 1, 2024, to the number of shares of the Registrant's common stock reserved for issuance under the 2022 ESPP, which annual increase is provided for in the 2022 ESPP.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act. Shares reserved for future issuance under the 2022 ESPP, are based on 85% of \$37.43, which represents the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select market on April 1, 2024.