

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

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

AMERANT BANCORP INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of
incorporation or organization)

65-0032379

(I.R.S. Employer
Identification No.)

**220 Alhambra Circle,
Coral Gables, Florida**

(Address of Principal Executive Offices)

33134

(Zip Code)

Amerant Bancorp Inc. 2021 Employee Stock Purchase Plan
(Full title of the plan)

Iván E. Trujillo
Executive Vice President, Chief Legal Officer and Corporate Secretary

Amerant Bancorp Inc.
220 Alhambra Circle

Coral Gables, Florida 33134
(Name and address of agent for service)

(786) 999-1433

(Telephone number, including area code, of agent for service)

With a copy to:

Arturo H. Banegas Masiá, Esq.
Esther L. Moreno, Esq.
Akerman LLP
Three Brickell City Centre
98 Southeast Seventh Street, Suite 1100
Miami, Florida 33131
(305) 374-5600

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

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information required by Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428(b)(1) and the requirements of Part I of Form S-8, these documents are not required to be filed with the Securities and Exchange Commission (the "Commission" or "SEC") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the SEC by us pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in this Registration Statement, other than information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K:

- Our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on [March 4, 2022](#), and the portions of our Definitive Proxy Statement on Schedule 14A filed with the SEC on [April 28, 2022](#) that are incorporated by reference therein;
- Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed with the SEC on [April 29, 2022](#);
- Our Current Reports on Form 8-K, filed with the SEC on [January 19, 2022](#), [January 31, 2022](#), [March 9, 2022](#), [March 14, 2022](#), [March 23, 2022](#), [April 14, 2022](#), [May 19, 2022](#), and [June 8, 2022](#); and
- The description of our common shares, which is contained in our Registration Statement on Form 10, filed with the SEC on [June 15, 2018](#), as amended on [June 29, 2018](#), [July 13, 2018](#) and [August 2, 2018](#), and as updated by [Exhibit 4.21](#) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on [March 4, 2022](#), including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, other than information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, 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 offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Florida Business Corporation Act (the "FBCA"). The FBCA permits, under certain circumstances, the indemnification of officers, directors, employees and agents of a corporation with respect to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, to which such person was or is a party or is threatened to be made a party, by reason of his or her being an officer, director, employee or agent of a corporation, or is or was serving at the request of, such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability incurred in connection with such proceeding, including appeals thereof; provided, however, that the officer, director, employee or agent acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any such third-party action by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that the person (1) did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or (2) with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

In the case of proceedings by or in the right of the corporation, the statute permits indemnification of any person by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of, such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and certain amounts paid in settlement in connection with such proceeding, including appeals thereof; provided, however, that the officer, director, employee or agent acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification is made where such person is adjudged liable, unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, determines that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that such person is successful on the merits or otherwise in defending against any such proceeding, the statute provides that he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

Also, under the statute, expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.

Amended and Restated Articles of Incorporation and Bylaws. The amended and restated articles of incorporation of Amerant Bancorp Inc. provide that its officers and directors will be indemnified by it to the fullest extent authorized by Florida law and any other applicable law, as it now exists or may in the future be amended. Additionally, the amended and restated bylaws of Amerant Bancorp Inc. contain indemnification provisions similar to the FBCA, and further provide that Amerant Bancorp Inc. may purchase and maintain insurance on behalf of its directors, officers, employees and agents in their capacities as such, or serving at the request of us, against any liabilities asserted against such persons and incurred by such persons in any capacity, or arising of such persons status as such, whether or not we would have the power to indemnify such persons against such liability under its amended and restated bylaws.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted for the directors and officers of Amerant Bancorp Inc., or for persons controlling such entity, pursuant to the articles of incorporation, bylaws or the FBCA, we acknowledge that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

In addition to the authority granted to us by the FBCA to indemnify our directors, certain other provisions of the FBCA have the effect of further limiting the personal liability of the directors of Amerant Bancorp Inc. For example, a director of a Florida corporation cannot be held personally liable for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act regarding corporate management or policy except in the case of certain qualifying breaches of the director's duties.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Description
5.1*	Opinion of Akerman LLP.
10.1	Amerant Bancorp Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 8, 2022).
23.1*	Consent of RSM US LLP.
23.2*	Consent of PricewaterhouseCoopers LLP.
23.3*	Consent of Akerman LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included in the signature pages to this Registration Statement).
107*	Filing Fee Table.

* Filed herewith

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) That, for purposes of determining liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in

the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Coral Gables, State of Florida, on this 17th day of June, 2022.

AMERANT BANCORP INC.

By: /s/ Gerald P. Plush
Gerald P. Plush
Chairman, President and Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates stated. Each person whose signature appears below constitutes and appoints Gerald P. Plush, Carlos Iafigliola and Iván E. Trujillo and each of them severally, as his or her true and lawful attorney-in-fact and agent, each acting alone with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and exhibits to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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.

Signature	Title	Date
<u>/s/ Gerald P. Plush</u> Name: Gerald P. Plush	Chairman, President and Chief Executive Officer (Principal Executive Officer)	June 17, 2022
<u>/s/ Carlos Iafigliola</u> Name: Carlos Iafigliola	Executive Vice-President and Chief Financial Officer (Principal Financial Officer)	June 17, 2022
<u>/s/ Armando D. Fleitas</u> Name: Armando D. Fleitas	Senior Vice-President and Controller (Principal Accounting Officer)	June 17, 2022
<u>/s/ Orlando D. Ashford</u> Name: Orlando D. Ashford	Director	June 17, 2022
<u>/s/ Miguel A. Capriles L.</u> Name: Miguel A. Capriles L.	Director	June 17, 2022
<u>/s/ Pamella J. Dana</u> Name: Pamella J. Dana	Director	June 17, 2022
<u>/s/ Samantha Holroyd</u> Name: Samantha Holroyd	Director	June 17, 2022
<u>/s/ Gustavo Marturet M.</u> Name: Gustavo Marturet M.	Director	June 17, 2022
<u>/s/ John A. Quelch</u> Name: John A. Quelch	Director	June 17, 2022
<u>/s/ John W. Quill</u> Name: John W. Quill	Director	June 17, 2022
<u>/s/ Oscar Suarez</u> Name: Oscar Suarez	Director	June 17, 2022
<u>/s/ Gustavo J. Volmer A.</u> Name: Gustavo J. Vollmer A.	Director	June 17, 2022
<u>/s/ Millar Wilson</u> Name: Millar Wilson	Director	June 17, 2022

CALCULATION OF FILING FEE TABLES

FORM S-8
(Form Type)AMERANT BANCORP 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⁾⁽²⁾	Proposed maximum offering price per share ⁽³⁾	Maximum aggregate offering price ⁽³⁾	Fee Rate	Amount of registration fee ⁽³⁾⁽⁴⁾
Equity	Class A Common Stock, par value \$0.10 per share	Rule 457(c) and Rule 457(h)	1,000,000	\$27.32	\$27,320,000.00	0.0000927	\$2,532.56
Total Offering Amounts				\$27.32	\$27,320,000.00	0.0000927	\$2,532.56
Total Fee Offsets							—
Net Fee Due							\$2,532.56

- (1) This Registration Statement registers the issuance of up to 1,000,000 shares of Class A Common Stock, par value \$0.10 per share (“Common Stock”), of Amerant Bancorp Inc. (the “Registrant”) issuable under the Amerant Bancorp Inc. 2021 Employee Stock Purchase Plan (the “Plan”), which was approved by the stockholders of the Registrant on June 8, 2022.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall be deemed to cover any such additional and indeterminate number of shares of Common Stock as may be issuable under the Plan by reason of any stock split, stock dividend, recapitalization, combination of shares, exchange of shares, or other similar change affecting the outstanding Common Stock.
- (3) Estimated solely for the purpose of calculating the registration fee, which was computed in accordance with Rule 457(c) and Rule 457(h)(1) under the Securities Act on a basis of the average of the high (\$27.80) and low (\$26.83) sales prices of the Common Stock as reported on The Nasdaq Stock Market LLC on June 13, 2022, which date is within five business days prior to filing this Registration Statement.
- (4) The Registrant does not have any fee offsets.

Akerman LLP
Three Brickell City Centre
98 Southeast Seventh Street
Suite 1100
Miami, FL 33131
T: 305 374 5600
F: 305 374 5095

June 17, 2022

Amerant Bancorp Inc.
220 Alhambra Circle
Coral Gables, FL 33134

Re: Amerant Bancorp Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Amerant Bancorp Inc., a Florida corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the offering and sale by the Company of up to 1,000,000 shares of the Company's Class A Common Stock, par value \$0.10 per share (the "Shares") issuable pursuant to the Amerant Bancorp Inc. 2021 Employee Stock Purchase Plan (the "Plan").

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act. This opinion letter is limited to the matters expressly stated herein and no opinions are to be inferred or implied beyond the opinions expressly so stated.

In connection therewith, we have examined and relied upon the original or a copy, certified to our satisfaction, of (i) the Second Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Company, each as amended to the date hereof; (ii) records of corporate proceedings of the Company related to the Plan, (iii) the Plan, (iv) the Registration Statement and exhibits thereto; and (v) such other documents and instruments as we have deemed necessary for the expression of the opinions herein contained.

With your permission, we have made and relied upon the following assumptions, without any investigations or inquiry by us, and our opinion expressed below is subject to, and limited and qualified by the effect of, such assumptions: (i) all corporate records furnished to us by the Company are accurate and complete; (ii) the Registration Statement filed by the Company with the Commission is identical to the form of the document that we have reviewed; (iii) all statements as to factual matters that are contained in the Registration Statement (including the exhibits to the Registration Statement) are accurate and complete; (iv) the Company will at all times reserve a sufficient number of shares of its unissued Class A Common Stock as is

necessary to provide for the issuance of the Shares; (v) the consideration, if any, required to be paid in connection with the issuance of Shares pursuant to the Plan is actually received by the Company as provided in the Plan; and (vi) with respect to documents that we reviewed in connection with this opinion letter, all documents submitted to us as originals are authentic, all documents submitted to us as certified, facsimile or photostatic copies conform to originals of such documents, all such original documents are authentic, the signatures on all documents are genuine, and all natural persons who have executed any of the documents have the legal capacity to do so.

Based upon the foregoing examination, and subject to the assumptions and qualifications set forth herein, it is our opinion that the Shares have been duly authorized, and when, and if, issued pursuant to the terms of the Plan, such Shares will be validly issued, fully paid and nonassessable.

We express no opinion as to matters governed by laws of any jurisdiction other than the federal securities laws of the United States and Florida law. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

This opinion letter speaks only as of the date hereof. We assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressly so stated.

This opinion letter is furnished in connection with the filing of the Registration Statement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Akerman LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Amerant Bancorp Inc. of our report dated March 4, 2022, relating to the consolidated financial statements of Amerant Bancorp Inc., appearing in the Annual Report on Form 10-K of Amerant Bancorp Inc. for the year ended December 31, 2021.

/s/ RSM US LLP

Miami, Florida
June 17, 2022



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Amerant Bancorp Inc. of our report dated March 13, 2020 relating to the financial statements, which appears in Amerant Bancorp Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
June 17, 2022

PricewaterhouseCoopers LLP, 600 Silks Run, Suite 2210, Hallandale Beach, Florida 33009 T: (305) 438 1800, www.pwc.com/us