As filed with the Securities and Exchange Commission on June 25, 2026

Registration Statement No. 333-_______

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FORWARD AIR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**62-1120025**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
3200 Olympus Boulevard **Suite 300** **Dallas, Texas**	**75019**
(Address of principal executive offices)	**(Zip Code)**

FORWARD AIR CORPORATION 2025 OMNIBUS INCENTIVE COMPENSATION PLAN
(Full title of plan)

	Copy to:
Michael L. Hance **3200 Olympus Boulevard** **Suite 300** **Dallas, Texas 75019** **(423) 636-7000**	**Flora R. Perez, Esq.** **Greenberg Traurig, P.A.** **401 East Las Olas Blvd., Suite 2000** **Fort Lauderdale, Florida 33301** **(954) 765-0500**
(Name, address and telephone number of agent for service)	

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company: See definitions of “accelerated filer”, “large accelerated filer” and “smaller reporting 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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

At the annual meeting of stockholders of Forward Air Corporation (the “Company” or the “Registrant”) held on June 17, 2026, the stockholders of the Company approved an amendment (the “Amendment”) to the Company’s 2025 Omnibus Incentive Compensation Plan (as amended, the “Plan”) to increase the number of shares of common stock, par value $0.01 per share (“Common Stock”) authorized for issuance thereunder by 2,000,000 shares (the “New Shares”). The New Shares registered pursuant to this Registration Statement on Form S-8 (the “Registration Statement”) are in addition to the shares of Common Stock previously registered for issuance under the Plan pursuant to the Company’s Registration Statement on Form S-8 (File No. 333-288037) filed with the Securities and Exchange Commission (the “Commission”) on June 13, 2025 (the “Prior Registration Statement”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statement are incorporated by reference and made part of this Registration Statement, except to the extent modified, superseded, or amended by the information set forth herein.

PART I
INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement will be sent or given to all persons who participate in the Plan, as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). These documents are not required to be filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of 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 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, which have been filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than information furnished pursuant to Items 2.02, 7.01 or 9.01 of Form 8-K, are incorporated herein by reference:

(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on March 11, 2026;

(2) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, filed with the Commission on May 11, 2026;

(3) The Registrant's Current Reports on Form 8-K, filed with the Commission on April 29, 2026, and June 17, 2026; and

(4) The Registrant's description of its Common Stock contained in Exhibit 4.1 to the Registrant's Current Report on Form 8-K12B, filed with the Commission on June 13, 2025, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (not including any information furnished under Items 2.02, 7.01 or 9.01 of Form 8-K, which information is not incorporated by reference herein), prior to the filing of a post-effective amendment which indicates that all securities offered hereby 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 hereof from the date of filing of such documents.

Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein 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

EXHIBIT INDEX

No.	Exhibit
4.1	Amended and Restated Certificate of Incorporation of Forward Air Corporation, as currently in effect (filed as Exhibit 3.1 to the registrant's Form 8-K12B, filed June 13, 2025, and incorporated herein by reference).
4.2	Bylaws of Forward Air Corporation, as currently in effect (filed as Exhibit 3.2 to the registrant's Form 8-K12B, filed June 13, 2025, and incorporated herein by reference).
5.1	Opinion of Greenberg Traurig, P.A. regarding the legality of the Common Stock being registered (filed herewith).
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm (filed herewith).
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm (filed herewith).
23.3	Consent of Greenberg Traurig, P.A. (included in Exhibit 5.1).
24.1	Power of Attorney of certain directors and officers of Forward Air Corporation (set forth on the signature page of this Registration Statement).
99.1	Forward Air Corporation 2025 Omnibus Incentive Compensation Plan (filed as Exhibit 10.1 to the registrant's Form 10-Q, filed August 11, 2025, and incorporated herein by reference).
99.2	Amendment to the Forward Air Corporation 2025 Omnibus Incentive Compensation Plan (filed herewith).
107	Filing Fee Table (filed herewith).

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 Dallas, State of Texas, on the 25th day of June, 2026.

FORWARD AIR CORPORATION

By: /s/ Shawn Stewart
Shawn Stewart
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Shawn Stewart and Jamie G. Pierson as such person's true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for such person in such person's 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 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 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, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Shawn Stewart Shawn Stewart	President, Chief Executive Officer and Director (Principal Executive Officer)	June 25, 2026
/s/ Jamie G. Pierson Jamie G. Pierson	Chief Financial Officer (Principal Financial Officer)	June 25, 2026
/s/ James Faught James Faught	Chief Accounting Officer (Principal Accounting Officer)	June 25, 2026
/s/ Christine M. Gorjanc Christine M. Gorjanc	Director	June 25, 2026
/s/ Jerome Lorrain Jerome Lorrain	Director	June 25, 2026
/s/ Dale W. Boyles Dale W. Boyles	Director	June 25, 2026
/s/ Paul Svindland Paul Svindland	Director	June 25, 2026

Calculation of Filing Fee Tables

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FORWARD AIR CORP

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value $0.01 per share	Other	2,000,000	$ 13.40	$ 26,800,000.00	0.0001381	$ 3,701.08
				Total Offering Amounts:		$ 26,800,000.00		$ 3,701.08
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 3,701.08

Offering Note

1

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the Amount Registered in this Registration Statement on Form S-8 shall also cover any additional shares of the common stock, par value $0.01 per share ("Common Stock"), of Forward Air Corporation (the "Registrant") that become issuable under the Registrant's 2025 Omnibus Incentive Compensation Plan (as amended, the "Plan"), by reason of any stock dividend, stock split, recapitalization or other similar transaction.

The Proposed Maximum Offering Price Per Unit and Maximum Aggregate Offering Price estimates are made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee and are based upon the average of the high and low sales prices of the Common Stock as reported on the Nasdaq Global Select Market on June 22, 2026, which date is within five business days prior to the filing of this Registration Statement.

Table 2: Fee Offset Claims and Sources ☑**Not Applicable**

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
						Rule 457(p)						
Fee Offset Claims												
Fee Offset Sources												

GT GreenbergTraurig

June 25, 2026

Forward Air Corporation
3200 Olympus Boulevard
Suite 300
Dallas, TX 75019

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Forward Air Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing of the Registration Statement on Form S-8 with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof (the "Registration Statement"). Such Registration Statement relates to the registration by the Company of an additional 2,000,000 shares (the "Shares") of common stock, par value $0.01 per share ("Common Stock") issuable under the Company's 2025 Omnibus Incentive Compensation Plan, as amended through June 17, 2026 (the "2025 Omnibus Plan").

In so acting, we have examined, considered and relied upon copies of the following documents: (1) the Registration Statement, (2) the Company's Amended and Restated Certificate of Incorporation, (3) the Company's Bylaws, (4) the 2025 Omnibus Plan and (5) such other documents and instruments that we have deemed necessary for the expression of the opinions contained herein. In our examination of the aforesaid documents, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all copies.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from the documents referred to above and the representations and warranties made by representatives of the Company to us. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered by the Company in accordance with the 2025 Omnibus Plan, will be validly issued, fully paid and non-assessable.

This opinion is rendered solely in connection with the transactions covered hereby, is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein.

Our opinion expressed above is subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware and is as of the date hereof. We assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are included within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Sincerely,

/s/ Greenberg Traurig, P.A.
Greenberg Traurig, P.A.

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated March 11, 2026, with respect to the consolidated financial statements of Forward Air Corporation and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Kansas City, Missouri
June 25, 2026

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Forward Air Corporation 2025 Omnibus Incentive Compensation Plan of our report dated March 24, 2025, with respect to the consolidated financial statements of Forward Air Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
June 25, 2026

Exhibit 99.2

AMENDMENT TO THE 2025 OMNIBUS INCENTIVE COMPENSATION PLAN

WHEREAS, Forward Air Corporation, a Delaware corporation (the "Company") maintains the 2025 Omnibus Incentive Compensation Plan (the "Plan"), which was previously approved by the Company's Board of Directors (the "Board") on March 21, 2025 and approved by the stockholders of the Company on June 11, 2025;

WHEREAS, the Compensation Committee of the Board (the "Committee") is the administrator of the Plan;

WHEREAS, the Committee believes that the number of shares of common stock remaining available for issuance under the Plan has become insufficient for the Company's anticipated future needs under the Plan;

WHEREAS, the Committee has determined that it is in the best interests of the Company to amend the Plan, subject to stockholder approval, to increase the number of shares of common stock available for issuance in the Share Pool (as defined in the Plan) by 2,000,000 shares of common stock (the "Amendment");

WHEREAS, Section 15 of the Plan provides that the Committee may amend the Plan from time to time; and

WHEREAS, this Amendment will become effective upon approval by the Company's stockholders at the Company's 2026 Annual Meeting of Stockholders, and if, for any reason, the Company's stockholders fail to approve this Amendment, the existing Plan shall continue in full force and effect.

NOW, THEREFORE:

1. Section 5(a) of the Plan is hereby deleted in its entirety and replaced with the following:

   (a) *Initial Share Pool*. As of the Effective Date and subject to adjustment under Section 10(a) of the Plan, the number of shares of Common Stock issuable pursuant to Awards granted under the Plan (the "Share Pool") shall be equal to 2,646,152 shares.

2. Effective Date of the Amendment. This Amendment shall become effective upon the date that it is approved by the Company's stockholders in accordance with applicable laws and regulations.

3. Other Provisions. Except as set forth above, all other provisions of the Plan shall remain unchanged.

IN WITNESS WHEREOF, this Amendment has been adopted by the Committee this 14th day of April, 2026, subject to approval by the Company's stockholders at the Company's 2026 Annual Meeting of Stockholders.