

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

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

FRIEDMAN INDUSTRIES, INCORPORATED
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

74-1504405
(I.R.S Employer
Identification No.)

1121 Judson Road Suite 124
Longview, Texas
(Address of Principal Executive Offices)

75601
(Zip Code)

FRIEDMAN INDUSTRIES, INCORPORATED 2025 LONG-TERM INCENTIVE PLAN
(Full title of the plan)

Alex LaRue
Chief Financial Officer – Secretary and Treasurer
Friedman Industries, Incorporated
1121 Judson Road Suite 124
Longview, Texas 75601
Telephone: (903) 758-3431
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Brian P. Fenske
Norton Rose Fulbright US LLP
1550 Lamar, Suite 2000
Houston, Texas 77010
Telephone: (713) 651-5151
Facsimile: (713) 651-5246

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

EXPLANATORY NOTE

On September 18, 2025, at the 2025 Annual Meeting of Stockholders of Friedman Industries, Incorporated (the “Company”), the Company’s stockholders approved the Friedman Industries, Incorporated 2025 Long-Term Incentive Plan (the “Plan”).

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by the Company to register 550,000 shares of the Company’s common stock, par value \$1.00 per share (“Common Stock”), which may be issued under the Plan.

PART I

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The documents containing the information specified in Part I of this Registration Statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”), and the instructions to Form S-8. In accordance with the rules and regulations of the United States Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either 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 into 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, which have been filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2025, [filed with the Commission on June 12, 2025](#).
- (b) the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2025, [filed with the Commission on August 7, 2025](#).
- (c) the Company’s Current Reports on Form 8-K filed with the Commission on [May 9, 2025](#), [June 12, 2025](#), [June 24, 2025](#), [July 14, 2025](#), [August 7, 2025](#), [September 3, 2025](#), and [September 23, 2025](#).
- (d) The description of the Company’s Common Stock, \$1.00 par value, contained in the Company’s registration statement on Form 8-A [filed with Commission on April 7, 2025](#), including any amendment and report subsequently filed for the purpose of updating such description.

ITEM 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	Articles of Incorporation of the Company, as amended (incorporated by reference from Exhibit 3.1 to the Company’s Form S-8 filed on December 21, 2016).
4.2	Articles of Amendment to the Articles of Incorporation of the Company, as filed with the Texas Secretary of State on September 22, 1987 (incorporated by reference from Exhibit 3.1 to the Company’s Form S-8 filed on December 21, 2016).
4.3	Amended and Restated Bylaws of the Company, as amended on November 8, 2021 (incorporated by reference from Exhibit 3.3 to the Company’s Form 10-Q filed on November 19, 2021).
5.1*	Opinion of Norton Rose Fulbright US LLP regarding legality of securities being registered.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Norton Rose Fulbright US LLP (contained in Exhibit 5.1).
24.1*	Power of Attorney (included as part of signature page to this Registration Statement).
99.1	Friedman Industries, Incorporated 2025 Long-Term Incentive Plan, approved by the stockholders on September 18, 2025 (Incorporated by reference to Appendix D to the Schedule 14A Definitive Proxy Statement of Friedman Industries, Incorporated filed with the SEC on July 28, 2025, File No. 001-07521).
107*	Filing Fee Table
*	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, Friedman Industries, Incorporated 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 Houston, State of Texas, on October 7, 2025.

FRIEDMAN INDUSTRIES, INCORPORATED

By: /s/ Alex LaRue
Alex LaRue
Chief Financial Officer – Secretary and Treasurer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Michael J. Taylor and Alex LaRue, and each of them, singly, as such person's true and lawful attorneys-in-fact and agents, 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 until each said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/Michael J. Taylor</u> Michael J. Taylor	President, Chief Executive Officer and Chairman (Principal Executive Officer)	October 7, 2025
<u>/s/ Alex LaRue</u> Alex LaRue	Chief Financial Officer - Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer)	October 7, 2025
<u>/s/ Michael Hanson</u> Michael Hanson	Director	October 7, 2025
<u>/s/ Sandy Scott</u> Sandy Scott	Director	October 7, 2025
<u>/s/ Tim Stevenson</u> Tim Stevenson	Director	October 7, 2025
<u>/s/ Max Reichenthal</u> Max Reichenthal	Director	October 7, 2025
<u>/s/ Sharon Taylor</u> Sharon Taylor	Director	October 7, 2025
<u>/s/ Joe L. Williams</u> Joe L. Williams	Director	October 7, 2025



October 7, 2025

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United States

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1121 Judson Road Suite 124
Longview, TX 75601

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Ladies and Gentlemen:

We have acted as counsel for Friedman Industries, Incorporated, a Texas corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the "Commission") on or about the date hereof (the "Registration Statement") under the Securities Act of 1933 (as amended, the "Securities Act"). The Registration Statement relates to the offer and sale of up to 550,000 shares of the Company's common stock, par value \$1.00 per share (the "Shares"), issuable pursuant to the terms and in the manner set forth in the Company's 2025 Long-Term Incentive Plan (the "Plan").

In rendering the opinion set forth below, we examined and relies upon such certificates, corporate records, agreements, instruments and other documents, examined such matters of law, that we considered necessary or appropriate as a basis for the opinion. We have examined and are familiar with original or copies, certified or otherwise, identified to our satisfaction of (i) the Company's Articles of Incorporation of the Company and all amendments thereto; (ii) the Company's Amended and Restated Bylaws, as amended; (iii) the Registration Statement; (iv) the Plan; (v) the applicable resolutions or consents in lieu of resolutions of the Company's Board of Directors approving the Plan, the issuance of Shares pursuant thereto, and the Registration Statement; (vi) the certified results of the Company's shareholder meeting held September 18, 2025, at which the shareholders approved the Plan; and (vii) such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, that all parties to such documents had the power, corporate or other, to enter into and perform all obligations thereunder and all such documents have been duly authorized by all requisite action, corporate or other, and duly executed and delivered by all parties thereto. As to any facts material to the opinion expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based on the foregoing and subject to the further limitations, qualifications, and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued by the Company in accordance with the terms and in the manner set forth in the Plan, will be validly issued, fully paid, and non-assessable.

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright South Africa Inc are separate legal entities and all of them are members of Norton Rose Fulbright Verein, a Swiss verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients. Details of each entity, with certain regulatory information, are available at nortonrosefulbright.com.

Our opinion herein is limited based upon and limited to Texas Business Organizations Code, which includes those statutory provisions as well as all applicable provisions of the Texas Constitution and the reported judicial decisions interpreting such laws, and the federal securities laws of the United States of America, and we do not express any opinion as to the applicability of or the effect thereon of the laws of any other jurisdiction. We express no opinion as to any matter other than as set forth herein, and no opinion may be inferred or implied herefrom.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or the rules and regulations of the Commission or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Norton Rose Fulbright US LLP

NORTON ROSE FULBRIGHT US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Friedman Industries, Incorporated, of our reports dated June 12, 2025, relating to the consolidated financial statements and schedule of Friedman Industries, Incorporated (the "Company") and the effectiveness of internal control over financial reporting of the Company, appearing in the Annual Report on Form 10-K of the Company for the year ended March 31, 2025, filed with the Securities and Exchange Commission.

/s/ Baker Tilly US, LLP (formerly Moss Adams LLP)

Houston, Texas
October 7, 2025

