

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

**FORM S-8
Registration Statement
Under
The Securities Act of 1933**

GULF ISLAND FABRICATION, INC.
(Exact Name of Registrant as Specified in its Charter)

Louisiana
(State or other jurisdiction of
incorporation or organization)

72-1147390
(I.R.S. Employer
Identification Number)

**2170 Buckthorne Place, Suite 420
The Woodlands, Texas 77380**
(Address of Principal Executive Offices)
(Zip Code)

Second Amended and Restated 2015 Stock Incentive Plan
(Full Title of the Plan)

**Richard W. Heo
President and Chief Executive Officer
Gulf Island Fabrication, Inc.
2170 Buckthorne Place, Suite 420
The Woodlands, Texas 77380**

(Name and Address of Agent for Service)

(713) 714-6100

(Telephone Number, including Area Code, of Agent for Service)

Copies to:

**Kelly C. Simoneaux
Jones Walker LLP
201 St. Charles Avenue, Suite 5100
New Orleans, Louisiana 70170-5100**

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 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

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (the "Registration Statement") is being filed by Gulf Island Fabrication, Inc. (the "Registrant") to register an additional 1,000,000 shares of its common stock, no par value per share ("Common Stock"), issuable to eligible participants under the Second Amended and Restated 2015 Stock Incentive Plan, which are securities of the same class and relate to the same employee benefit plan as those shares of Common Stock registered on the Registrant's registration statements on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on May 14, 2015 (Registration No. [333-204158](#)) and August 7, 2020 (Registration No. [333-242337](#)), each of which is hereby incorporated by reference, except to the extent modified by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 5.1* [Opinion of Jones Walker LLP](#)
- 23.1* [Consent of Ernst & Young LLP](#)
- 23.2* [Consent of Jones Walker LLP \(included in Exhibit 5.1\)](#)
- 24.1* [Powers of Attorney \(included in the signature pages of this Registration Statement\)](#)
- 99 [Gulf Island Fabrication, Inc. Second Amended and Restated 2015 Stock Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed May 18, 2023\)](#)
- 107* [Filing Fee Table](#)

*Filed herewith.

Signature

/S/ RICHARD W. HEO

Richard W. Heo

/S/ WESTLEY S. STOCKTON

Westley S. Stockton

/S/ ROBERT M. AVERICK

Robert M. Averick

/S/ MURRAY W. BURNS

Murray W. Burns

/S/ WILLIAM E. CHILES

William E. Chiles

/S/ MICHAEL J. KEEFFE

Michael J. Keefe

/S/ CHERYL D. RICHARD

Cheryl D. Richard

/S/ JAY R. TROGER

Jay R. Troger

Title

President, Chief Executive Officer and Director (*Principal Executive Officer*)

Executive Vice President, Chief Financial Officer, Treasurer and Secretary (*Principal Financial Officer and Principal Accounting Officer*)

Director

Director

Chairman of the Board

Director

Director

Director

August 14, 2023

Gulf Island Fabrication, Inc.
2170 Buckthorne Place, Suite 420
The Woodlands, Texas 77380

Ladies and Gentlemen:

We have acted as counsel to Gulf Island Fabrication, Inc., a Louisiana corporation (the “Company”), in connection with the preparation of the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission with respect to registration under the Securities Act of 1933 of an additional 1,000,000 shares of Common Stock of the Company, no par value per share (the “Common Stock”), to be issued under the Gulf Island Fabrication, Inc. Second Amended and Restated 2015 Stock Incentive Plan (the “Plan”).

In connection with rendering this opinion, we have examined instruments, documents, and records which we deemed relevant and necessary to form the basis of our opinion hereinafter expressed. In conducting our examination, we have assumed without verification 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, conformed or photostatic copies, and the authenticity of the originals of such copies. As to questions of fact material to this opinion, we have relied upon, to the extent deemed necessary, (i) the accuracy of certificates and other comparable documents of officers and representatives of the Company, (ii) representations and warranties made by the Company in the records, documents and other instruments we have reviewed, (iii) statements made to us in discussions with the Company’s management and (iv) certificates of public officials.

Based upon the foregoing, we are of the opinion that the shares of Common Stock to be issued by the Company pursuant to the Plan after the filing of the Registration Statement are validly authorized shares of Common Stock and, when issued in accordance with the provisions of the Plan, will be legally issued, fully paid, and non-assessable.

We do not express any opinion herein concerning any law other than the Louisiana Business Corporation Act (including the statutory provisions and reported judicial decisions interpreting the foregoing).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever it appears in the Registration Statement. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Our opinion has been furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K promulgated by the Securities and Exchange Commission, and is expressly limited to the matters set forth above.

Sincerely,

/S/ JONES WALKER LLP

Jones Walker LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Second Amended and Restated 2015 Stock Incentive Plan of Gulf Island Fabrication, Inc. of our report dated March 28, 2023, with respect to the consolidated financial statements of Gulf Island Fabrication, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas

August 14, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Gulf Island Fabrication, 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⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, no par value per share ("Common Stock")	457(a), 457(c) and 457(h)	1,000,000	\$3.51	\$3,510,000	0.00011020	\$386.81
Total Offering Amounts					\$3,510,000		\$386.81
Total Fee Offsets							—
Net Fee Due							\$386.81

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock that become issuable pursuant to the Gulf Island Fabrication, Inc. Second Amended and Restated 2015 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase in the number of shares of outstanding Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and calculated based on the average of the high (\$3.53) and low (\$3.48) prices of the Common Stock as reported by the Nasdaq on August 8, 2023.