
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Uniti Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

**2101 Riverfront Drive, Suite A
Little Rock, Arkansas**
(Address of Principal Executive Offices)

85-2262564
(I.R.S. Employer Identification Number)

72202
(Zip Code)

Uniti Group Inc. 2025 Equity Incentive Plan
(Full title of the plan)

Daniel L. Heard
Uniti Group Inc.
Senior Executive Vice President, General Counsel & Secretary
2101 Riverfront Drive, Suite A
Little Rock, Arkansas 72202
(Name and address of agent for service)

(501) 850-0820
(Telephone number, including area code, of agent for service)

Copies of all correspondence to:

Geoffrey Neal
Kutak Rock LLP
124 West Capitol Avenue, Suite 2000
Little Rock, Arkansas 72201
(501) 975-3000

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 16,750,000 shares of common stock, \$0.0001 par value per share ("Common Stock"), of Uniti Group Inc., a Delaware corporation (the "Company" or the "Registrant"), to be issued pursuant to the Uniti Group Inc. 2025 Equity Incentive Plan (the "Plan"). Accordingly, the contents of the earlier registration statement on [Form S-8 \(File No. 333-289200\) filed with the Securities and Exchange Commission \(the "Commission"\) on August 4, 2025](#) are incorporated by reference in this Registration Statement to the extent not modified hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission are incorporated herein by reference:

- (a) [Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on March 2, 2026 \(the "Annual Report"\)](#);
- (b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report; and
- (c) The description of the Company's Common Stock contained in [Exhibit 4.1](#) to the Annual Report, including any amendments or reports filed with the Commission for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act at any time prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

Any statement contained in a document 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.

The exhibits furnished as a part of this registration statement are listed below:

Number	Exhibit
<u>4.1</u>	<u>Second Amended and Restated Certificate of Incorporation, dated as of August 1, 2025 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission as of August 1, 2025 (File No. 001-42779)).</u>
<u>4.2</u>	<u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Uniti Group Inc., as filed with the Secretary of State of the State of Delaware on April 13, 2026 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission as of April 14, 2026 (File No. 001-42779)).</u>
<u>4.3</u>	<u>Bylaws, dated as of August 1, 2025 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission as of August 1, 2025 (File No. 001-42779)).</u>
<u>5.1*</u>	<u>Opinion of Kutak Rock LLP</u>
<u>23.1*</u>	<u>Consent of Kutak Rock LLP (contained in its opinion filed as Exhibit 5)</u>
<u>23.2*</u>	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm</u>
<u>23.3*</u>	<u>Consent of KPMG LLP, independent registered public accounting firm</u>
<u>24.1*</u>	<u>Power of Attorney</u>
<u>99.1</u>	<u>Uniti Group Inc. 2025 Equity Incentive Plan, as amended and restated February 26, 2026 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission as of May 22, 2026 (File No. 001-42779)).</u>
<u>107*</u>	<u>Filing Fee Table</u>

* 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 the City of Little Rock, State of Arkansas, on May 26, 2026.

UNITI GROUP INC.

By: /s/ Daniel L. Heard

Name: Daniel L. Heard

Title: Senior Executive Vice President, General Counsel & Secretary

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 date indicated.

Signature	Title	Date
<u>/s/ Kenneth A. Gunderman</u> Kenneth A. Gunderman	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	May 26, 2026
<u>/s/ Paul E. Bullington</u> Paul E. Bullington	Senior Executive Vice President, Chief Financial Officer & Treasurer (<i>Principal Financial Officer</i>)	May 26, 2026
<u>/s/ Travis T. Black</u> Travis T. Black	Senior Vice President & Chief Accounting Officer (<i>Principal Accounting Officer</i>)	May 26, 2026
<u>/s/ Francis X. Frantz*</u> Francis X. Frantz	Chairman and Director	May 26, 2026
<u>/s/ Jarrett Appleby*</u> Jarrett Appleby	Director	May 26, 2026
<u>/s/ Scott G. Bruce*</u> Scott G. Bruce	Director	May 26, 2026
<u>/s/ Mary McLaughlin*</u> Mary McLaughlin	Director	May 26, 2026
<u>/s/ Joe Natale*</u> Joe Natale	Director	May 26, 2026
<u>/s/ Carmen Perez-Carlton*</u> Carmen Perez-Carlton	Director	May 26, 2026
<u>/s/ Johannes Weber*</u> Johannes Weber	Director	May 26, 2026
<u>/s/ Harold Zeitz*</u> Harold Zeitz	Director	May 26, 2026

*By: /s/ Daniel L. Heard

Daniel L. Heard, Attorney-in-Fact

OPINION OF KUTAK ROCK LLP

May 26, 2026

Uniti Group Inc.
2101 Riverfront Drive, Suite A
Little Rock, Arkansas 72202

Re: Registration on Form S-8 of Shares of Common Stock, \$0.0001 Par Value Per Share, of Uniti Group Inc.

Ladies and Gentlemen:

We have acted as counsel to Uniti Group Inc., a Delaware corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of 16,750,000 shares of Common Stock, \$0.0001 par value per share, of the Company (the “Shares”) issuable under the Uniti Group Inc. 2025 Equity Incentive Plan of Uniti Group Inc., as amended by an amendment (the “Amendment”) adopted by the Board of Directors of the Company on February 26, 2026 (the “Plan”).

We have examined such documents, records, and matters of law as we have deemed necessary for purposes of this opinion. Based on such examination and on the assumptions set forth below, we are of the opinion that the Shares to be offered and sold have been duly authorized and, when issued and delivered in accordance with the terms and provisions of the Plan, against receipt of the consideration provided for therein, will be validly issued, fully paid, and nonassessable.

In rendering this opinion, we have (i) assumed and have not independently verified (a) the due authorization, execution and delivery of the Plan, (b) that all signatures on all certificates and other documents examined by us are genuine, that all natural persons who affixed such signatures had the legal capacity to do so, and that, where any such signature purports to have been made in a corporate, governmental or other capacity, the person who affixed such signature to such certificate or other document had authority to do so, and (c) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies, and (ii) as to certain factual matters, relied upon certificates and statements of public officials and of the Company and its officers and have not independently checked or verified the accuracy of the factual statements contained therein. In addition, our examination of matters of law has been limited to the General Corporation Law of the State of Delaware and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws and the federal laws of the United States of America and reported judicial decisions interpreting such laws, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is furnished to you in connection with the filing of the Registration Statement.

Sincerely,

/s/ KUTAK ROCK LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Uniti Group Inc. of our report dated March 2, 2026 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Uniti Group Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP
Little Rock, Arkansas
May 26, 2026

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 21, 2025, except for the effects of the adjustments described in Note 2 – Reclassifications, as to which the date is March 2, 2026, with respect to the consolidated financial statements of Uniti Group Inc., incorporated herein by reference.

/s/ KPMG LLP
Dallas, Texas
May 26, 2026

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Daniel L. Heard and Paul E. Bullington and each of them, his or her true and lawful attorneys-in-fact and agents, 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 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, 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 or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Signature	Title	Date
<u>/s/ Kenneth A. Gunderman</u> Kenneth A. Gunderman	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	May 26, 2026
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<u>/s/ Joe Natale</u> Joe Natale	Director	May 26, 2026
<u>/s/ Carmen Perez-Carlton</u> Carmen Perez-Carlton	Director	May 26, 2026
<u>/s/ Johannes Weber</u> Johannes Weber	Director	May 26, 2026
<u>/s/ Harold Zeitz</u> Harold Zeitz	Director	May 26, 2026

