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

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

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**KORE GROUP HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**3 Ravinia Drive NE, Suite 500**  
**Atlanta, GA**  
(Address of Principal Executive Offices)

**86-3078783**  
(I.R.S. Employer  
Identification No.)

**30346**  
(Zip Code)

**KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan**  
(Full title of the plan)

**Jack W. Kennedy Jr.**  
**Executive Vice President, Chief Legal Officer, and Secretary**  
**3 Ravinia Drive NE, Suite 500**  
**Atlanta, GA 30346**  
**(877) 710-5673**  
(Name, address and telephone number, including area code, of agent for service)

**Copy to:**

**Paul Davis Fancher**  
**Troutman Pepper Locke LLP**  
**600 Peachtree Street, N.E. Suite 3000**  
**Atlanta, GA 30308**  
**Tel: (404) 885-3000**

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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. ☐

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## EXPLANATORY NOTE

On January 4, 2022, KORE Group Holdings, Inc. (the “Company”) filed a Registration Statement on Form S-8 (File No. 333-262001) (the “Original Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 1,723,450 shares of its common stock, par value \$0.0001 per share (“Common Stock”), issuable pursuant to the KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan (the “2021 Plan”).

This Registration Statement on Form S-8 (this “Registration Statement”) registers 3,157,444 additional shares of Common Stock in connection with Section 4(a)(i) of the 2021 Plan. Accordingly, and pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement are incorporated by reference herein, except that the provisions contained in Part II of the Original Registration Statement are modified as set forth in this Registration Statement.

On July 1, 2024, the Company effected a reverse stock split of its Common Stock at a ratio of 1-for-5 (the “Reverse Stock Split”). The information in the foregoing paragraphs gives effect to the Reverse Stock Split.

## 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, are incorporated in this Registration Statement by reference:

- (a) The Company’s Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Commission on April 30, 2025;
- (b) The Company’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 30, 2025 (to the extent specifically incorporated by reference into Company’s Annual Report on Form 10-K for the year ended December 31, 2024);
- (c) The Company’s Current Reports on Form 8-K filed with the Commission on January 28, 2025 and April 22, 2025;
- (d) The description of the Company’s Common Stock included in Exhibit 4.6 to the Company’s Annual Report on [Form 10-K](#) or the year ended December 31, 2024, filed with the Commission on April 30, 2025, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items) after the date of this Registration Statement, but 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; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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 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.**

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#"><u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed on December 2, 2021)</u></a>
3.2	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 28, 2024)</u></a>
3.3	<a href="#"><u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 filed on December 2, 2021)</u></a>
5.1	* <a href="#"><u>Opinion of Troutman Pepper Locke LLP</u></a>
10.1	<a href="#"><u>KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement filed on Form S-8 on January 4, 2022)</u></a>
23.1	* <a href="#"><u>Consent of BDO USA, P.C., independent registered public accounting firm for KORE Group Holdings, Inc.</u></a>
23.2	* <a href="#"><u>Consent of Troutman Pepper Locke LLP (included in Exhibit 5.1)</u></a>
24.1	* <a href="#"><u>Power of Attorney (included on signature page)</u></a>
107	* <a href="#"><u>Filing Fee Table</u></a>
*	Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company 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 Atlanta, Georgia, on May 5, 2025.

**KORE GROUP HOLDINGS, INC.**

By: /s/ Ronald Totton  
Name: Ronald Totton  
Title: President, Chief Executive Officer and Director

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Paul Holtz and Jack W. Kennedy, Jr., and each of them individually, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments (including post-effective amendments) to the 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 and about the premises, 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. Without limiting the generality of the foregoing, amendments to this Registration Statement may make such changes in the Registration Statement as such attorneys-in-fact may deem appropriate, and with full power and authority to perform and do any and all acts and things, whatsoever which any such attorney-in-fact or substitute may deem necessary or advisable to be performed or done in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, hereby ratifying and approving all acts of any such attorneys-in-fact or substitute.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on May 5, 2025.

Name	Position
<u>/s/ Ronald Totton</u> Ronald Totton	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Paul Holtz</u> Paul Holtz	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Cheemin Bo-Linn</u> Cheemin Bo-Linn	Director
<u>/s/ Timothy M. Donahue</u> Timothy M. Donahue	Director
<u>/s/ H. Paulett Eberhart</u> H. Paulett Eberhart	Director
<u>/s/ Andrew Frey</u> Andrew Frey	Director
<u>/s/ David Fuller</u> David Fuller	Director
<u>/s/ James Geisler</u> James Geisler	Director
<u>/s/ Jay M. Grossman</u> Jay M. Grossman	Director
<u>/s/ Robert P. MacInnis</u> Robert P. MacInnis	Director
<u>/s/ Michael K. Palmer</u> Michael K. Palmer	Director

## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)

**KORE Group Holdings, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule <sup>(1)</sup>	Amount Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Unit <sup>(1)</sup>	Maximum Aggregate Offering Price <sup>(1)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Other	3,157,444	\$2.45	\$7,735,737.80	0.0001531	\$1,184.34
<b>Total Offering Amounts</b>					\$7,735,737.80		\$1,184.34
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$1,184.34

<sup>(1)</sup> Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the “Securities Act”), and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is the average of the high and low prices reported for the registrant’s common stock quoted on the New York Stock Exchange on April 29, 2025.

<sup>(2)</sup> Represents 3,157,444 additional shares reserved for issuance under the KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan (the “2021 Plan”). Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers an indeterminate number of additional shares as may be necessary to account for adjustment provisions under the 2021 Plan as a result of stock splits, stock dividends or similar transactions.

Troutman Pepper Locke LLP  
600 Peachtree Street NE, Suite 3000  
Atlanta, GA 30308-2216



troutman.com

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May 5, 2025

KORE Group Holdings, Inc.  
3 Ravinia Drive NE, Suite 500  
Atlanta, GA 30346

Re: **Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to KORE Group Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "SEC") on or about May 5, 2025, for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 3,157,444 shares of common stock, \$0.0001 par value per share (the "Shares"), issuable pursuant to the KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan (the "2021 Plan").

This opinion is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

As counsel for the Company, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such instruments, certificates, records and documents, and have reviewed such questions of law, as we have deemed necessary or appropriate for purposes of this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted as copies and the authenticity of the originals of such latter documents. As to any facts material to our opinion, we have relied upon the aforesaid instruments, certificates, records and documents and inquiries of the Company's representatives.

Based upon the foregoing examination, we are of the opinion that the Shares have been duly authorized and, when issued by the Company in the manner contemplated by the 2021 Plan (assuming that, upon any issuance of the Shares, the total number of shares of common stock issued and outstanding will not exceed the total number of shares of common stock that the Company is then authorized to issue under its Amended and Restated Certificate of Incorporation, as amended), will be validly issued, fully paid and non-assessable.

In expressing the opinion set forth above, no opinion is expressed with respect to the laws of any jurisdiction other than the laws of the State of Delaware. We express no opinion as to the effect of the laws of any other jurisdiction or as to the securities laws of any state (including,

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without limitation, Delaware), municipal law or the laws of any local agencies within any state, including, without limitation, Delaware.

This opinion is limited to the matters expressly opined on herein, and no opinion may be implied or inferred beyond those expressly stated. This opinion is rendered as of the date hereof, and we make no undertaking and expressly disclaim any duty to supplement or update such opinion, if, after the date hereof, facts or circumstances come to our attention or changes in the law occur which could affect such opinion. This opinion is provided for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise referred to for any other purpose without our prior express written consent.

We hereby consent to the filing of this opinion or copies thereof as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit 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 SEC thereunder.

Very truly yours,

/s/ Troutman Pepper Locke LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated April 30, 2025, relating to the consolidated financial statements of KORE Group Holdings, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ BDO USA, P.C.  
Atlanta, Georgia

May 5, 2025