

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

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FedEx Freight Holding Company, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

39-3560171
(I.R.S. Employer
Identification No.)

8285 Tournament Drive
Memphis, Tennessee 38125
(Address of Principal Executive Offices, including Zip Code)

FedEx Freight Holding Company, Inc. 2026 Omnibus Stock Incentive Plan
FedEx Freight Holding Company, Inc. Employee Stock Purchase Plan
(Full title of the plan)

C. Edward Klank III
Executive Vice President – Chief Human Resources and Legal Officer
8285 Tournament Drive
Memphis, Tennessee 38125
(901) 560-0784
(Name, address, and telephone number, including area code, of agent for service)

Copies to:

Edward J. Garitty
Managing Director – Securities and Corporate Law
8285 Tournament Drive
Memphis, Tennessee 38125
(901) 560-0784

Laura Kaufmann
Michael Hamilton
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, NY 10001

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or 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

This Registration Statement on Form S-8 (this "Registration Statement") is being filed to register 14,000,000 shares of common stock, par value \$0.10 per share (the "Common Stock"), of FedEx Freight Holding Company, Inc. (the "Registrant"). Of the shares being registered:

- (i) 10,000,000 shares are reserved for issuance upon exercise of options granted, or in respect of awards granted, under the FedEx Freight Holding Company, Inc. 2026 Omnibus Stock Incentive Plan (the "Stock Incentive Plan"), including grants made pursuant to the conversion of FedEx Corporation ("FedEx") equity awards in connection with the Registrant's separation from FedEx; and
- (ii) 4,000,000 shares are reserved for issuance under the FedEx Freight Holding Company, Inc. Employee Stock Purchase Plan (together with the Stock Incentive Plan, the "Plans").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN INFORMATION*

* Information required by Items 1 and 2 of Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Plans, as covered by this Registration Statement and as required by Rule 428(b)(1). These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, 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 of the Registrant filed with the Securities and Exchange Commission (the “SEC”) are incorporated in this Registration Statement by reference and made a part hereof:

- (a) the Registrant’s effective Registration Statement on Form 10 (File No. 001-43059) initially filed with the SEC on January 16, 2026, as amended by [Amendment #1 as filed with the SEC on April 10, 2026](#) (as so amended, the “Form 10 Registration Statement”);
- (b) the Registrant’s Current Reports on Form 8-K (excluding any information and exhibits furnished under either Item 2.02 or Item 7.01 thereof), as filed with the SEC on [May 13, 2026](#), [May 18, 2026](#) and [June 1, 2026](#); and
- (c) the description of the Common Stock contained under the heading “Description of Our Capital Stock” in the Information Statement filed as [Exhibit 99.1 to the Form 10 Registration Statement](#), including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered by this Registration Statement have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement; provided, however, that the Registrant is not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Each document incorporated by reference into this Registration Statement shall be deemed to be a part of this Registration Statement from the date of filing of such document with the SEC until and to the extent the information contained therein is superseded or modified by any subsequently filed document that is incorporated by reference into this Registration Statement or by any document that constitutes part of the prospectus relating to the Plans, each meeting the requirements of Section 10(a) of the Securities Act.

ITEM 4. DESCRIPTION OF SECURITIES

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Delaware law authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their stockholders for monetary damages for breaches of directors' and officers' fiduciary duties as directors or officers, as applicable, and the Registrant's amended and restated certificate of incorporation includes such an exculpation provision. The Registrant's amended and restated bylaws includes provisions that indemnify, and provide for the advancement of expenses, to the fullest extent allowable under the Delaware General Corporation Law (the "DGCL"), the personal liability of directors or officers for monetary damages for actions taken as a director or officer of the Registrant, or for serving at the Registrant's request as a director, officer, employee, or agent at another corporation or enterprise, as the case may be. The Registrant's amended and restated bylaws also provide that the Registrant shall, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, indemnify and advance expenses to its directors, officers, and employees, subject to the Registrant's receipt of an undertaking from the indemnified party as may be required under the DGCL.

The limitation of liability and indemnification provisions included in the Registrant's amended and restated certificate of incorporation and amended and restated bylaws, respectively, may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against the Registrant's directors and officers, even though such an action, if successful, might otherwise benefit the Registrant and its stockholders. However, these provisions do not limit or eliminate the Registrant's rights, or those of any stockholder, to seek non-monetary relief such as an injunction or rescission in the event of a breach of a director's duty of care. The provisions do not alter the liability of directors under the federal securities laws.

The foregoing summary is subject to and qualified in its entirety to the full text of the Registrant's amended and restated certificate of incorporation and amended and restated bylaws and the applicable provisions of the DGCL.

Reference is made to Item 9 for the Registrant's undertakings with respect to indemnification for liabilities arising under the Securities Act.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

- [4.1 Amended and Restated Certificate of Incorporation of FedEx Freight Holding Company, Inc. \(Filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K dated and filed June 1, 2026, and incorporated herein by reference\).](#)
- [4.2 Amended and Restated Bylaws of FedEx Freight Holding Company, Inc. \(Filed as Exhibit 3.3 to the Registrant's Current Report on Form 8-K dated and filed June 1, 2026, and incorporated herein by reference\).](#)
- [4.3 FedEx Freight Holding Company, Inc. 2026 Omnibus Stock Incentive Plan \(Filed as Exhibit 10.8 to the Registrant's Current Report on Form 8-K dated and filed June 1, 2026, and incorporated herein by reference\).](#)
- [4.4 Form of Restricted Stock Unit Agreement for Non-Management Directors Pursuant to the FedEx Freight Holding Company, Inc. 2026 Omnibus Stock Incentive Plan \(Filed as Exhibit 10.7 to the Registrant's Current Report on Form 8-K dated and filed June 1, 2026, and incorporated herein by reference\).](#)
- [4.5 FedEx Freight Holding Company, Inc. Employee Stock Purchase Plan \(Filed as Exhibit 10.9 to the Registrant's Current Report on Form 8-K dated and filed June 1, 2026, and incorporated herein by reference\).](#)
- [5.1* Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.](#)
- [23.1* Consent of Ernst & Young LLP.](#)
- [23.2* Consent of Skadden, Arps, Slate, Meagher & Flom LLP \(contained in Exhibit 5.1\).](#)
- [24.1* Powers of Attorney \(contained on the signature page hereto\).](#)
- [107* Filing Fee Table.](#)

* Filed herewith

ITEM 9. UNDERTAKINGS

A. The undersigned Registrant hereby undertakes:

- 1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
 - iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, paragraphs (A)(1)(i) and (A)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

- 2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
 - 3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.
- B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, State of Tennessee.

Dated: June 1, 2026

FEDEX FREIGHT HOLDING COMPANY, INC.

By: /s/ C. Edward Klank III

Name: C. Edward Klank III

Title: Executive Vice President – Chief Human Resources and Legal Officer

POWER OF ATTORNEY AND SIGNATURES

Each person whose signature appears below constitutes and appoints C. Edward Klank III and Edward J. Garitty as his or her true and lawful attorney-in-fact and agent, acting alone 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 or all amendments (including post-effective amendments) and exhibits to the Registration Statement on Form S-8, and to any registration statement filed under SEC Rule 462, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent, 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.

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.

Name	Title	Date
<u>/s/ John A. Smith</u> John A. Smith	Chief Executive Officer, President and Director (Principal Executive Officer)	June 1, 2026
<u>/s/ Marshall W. Witt</u> Marshall W. Witt	Executive Vice President – Chief Financial Officer (Principal Financial Officer)	June 1, 2026
<u>/s/ Guy M. Erwin II</u> Guy M. Erwin II	Senior Vice President – Chief Accounting Officer (Principal Accounting Officer)	June 1, 2026
<u>/s/ R. Brad Martin</u> R. Brad Martin	Chair of the Board of Directors	June 1, 2026
<u>/s/ Jeffrey A. Davis</u> Jeffrey A. Davis	Director	June 1, 2026
<u>/s/ Donald E. Frieson</u> Donald E. Frieson	Director	June 1, 2026
<u>/s/ Stephen E. Gorman</u> Stephen E. Gorman	Director	June 1, 2026
<u>/s/ Robert A. King</u> Robert A. King	Director	June 1, 2026
<u>/s/ Cindy J. Miller</u> Cindy J. Miller	Director	June 1, 2026
<u>/s/ Amy J. Salcido</u> Amy J. Salcido	Director	June 1, 2026
<u>/s/ John P. Sauerland</u> John P. Sauerland	Director	June 1, 2026
<u>/s/ Samantha M. Smith</u> Samantha M. Smith	Director	June 1, 2026

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
ONE MANHATTAN WEST
NEW YORK, NY 10001

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FIRM/AFFILIATE
OFFICES

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
PALO ALTO
WASHINGTON, D.C.
WILMINGTON

June 1, 2026

ABU DHABI
BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MUNICH
PARIS
SÃO PAULO
SEOUL
SINGAPORE
TOKYO
TORONTO

FEDEX FREIGHT HOLDING COMPANY, INC.
8285 TOURNAMENT DRIVE
MEMPHIS, TENNESSEE 38125

Re: FedEx Freight Holding Company, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to FedEx Corporation in connection with the registration statement on Form S-8 (together with the exhibits thereto, the "Registration Statement") of FedEx Freight Holding Company, Inc., a Delaware corporation (the "Company"), to be filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Securities Act"). The Registration Statement relates to the registration of 14,000,000 shares (the "Shares") of common stock, par value \$0.10 per share ("Common Stock"), of the Company available for future issuance under the FedEx Freight Holding Company, Inc. 2026 Omnibus Stock Incentive Plan and the FedEx Freight Holding Company, Inc. Employee Stock Purchase Plan (collectively, the "Plans").

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act (the "Rules and Regulations").

In rendering the opinion stated herein, we have examined and relied upon the following:

- (a) the Registration Statement in the form to be filed with the Commission on the date hereof;
 - (b) the Plans;
 - (c) an executed copy of a certificate of Clement Edward Klank III, Executive Vice President — Chief Human Resources and Legal Officer of the Company, dated the date hereof (the "Secretary's Certificate");
 - (d) a copy of the Company's Amended and Restated Certificate of Incorporation, certified pursuant to the Secretary's Certificate as being in effect as of the date hereof (the "Amended and Restated Certificate of Incorporation"), and the Company's certificate of incorporation certified pursuant to the Secretary's Certificate as being in effect at the time of adoption of each of the Plans;
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(e) a copy of the Company's Amended and Restated Bylaws, certified pursuant to the Secretary's Certificate as being in effect as of the date hereof (the "Amended and Restated Bylaws"), and the Company's bylaws certified pursuant to the Secretary's Certificate as being in effect at the time of adoption of each of the Plans; and

(f) a copy of certain resolutions of the Board of Directors of the Company relating to the approval of the Plans, the filing of the Registration Statement and certain related matters, and certified pursuant to the Secretary's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Amended and Restated Certificate of Incorporation and the Secretary's Certificate.

In rendering the opinion stated herein, we have also assumed that (i) an appropriate account statement evidencing Shares credited to an eligible individual's account maintained with the Company's transfer agent has been or will be issued by the Company's transfer agent, (ii) the issuance of Shares will be properly recorded in the books and records of the Company, (iii) each award agreement under which stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards or cash-based awards are granted pursuant to the Plans will be consistent with the Plans and will be duly authorized, executed and delivered by the parties thereto, (iv) the issuance of the Shares does not and will not (a) except to the extent expressly stated in the opinion contained herein, violate any statute to which the Company or such issuance is subject, or (b) constitute a violation of, or a breach under, or require the consent or approval of any other person under any agreement or instrument binding on the Company (except that we do not and will not make this assumption with respect to the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws, although we have assumed compliance with any covenant, restriction or provision with respect to financial ratios or tests or any aspect of the financial condition or results of operations of the Company contained in such instruments), (v) the Company will continue to have sufficient authorized shares of Common Stock and (vi) the Company's authorized capital stock is as set forth in the Amended and Restated Certificate of Incorporation, and we have relied solely on the certified copy thereof issued by the Secretary of State of the State of Delaware and have not made any other inquiries or investigations.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the “DGCL”).

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when the Shares are issued to the participants in the Plans in accordance with the terms and conditions of the Plans and applicable award agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the general Rules and Regulations of the Commission promulgated under the Securities Act. This opinion letter is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

MSH

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the FedEx Freight Holding Company, Inc. 2026 Omnibus Stock Incentive Plan and the FedEx Freight Holding Company, Inc. Employee Stock Purchase Plan of our report dated August 29, 2025, with respect to the consolidated financial statements of FedEx Freight, Inc. included in the Form 10 Registration Statement for each of the three years in the period ended May 31, 2025, filed with the Securities and Exchange Commission.

We also consent to the incorporation by reference in the Registration Statement (Form S-8) noted above of our report dated January 16, 2026, with respect to the financial statement of FedEx Freight Holding Company, Inc. included in the Form 10 Registration Statement for the financial position as of July 14, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Memphis, Tennessee
June 1, 2026

FedEx Freight Holding Company, Inc.

	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 \$0.10 per share	457(a)	14,000,000	\$ 147.45	2,064,300,000.00	\$ 0.0001381	\$ 285,079.83
Total Offering Amounts:						\$ 2,064,300,000.00		\$ 285,079.83
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 285,079.83

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(1c) Proposed Maximum Offering Price Per Unit is estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average of the high and low sales prices per share of the common stock on The New York Stock Exchange as reported on May 27, 2026.

☒ Not Applicable[illegible]