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

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

CULP, INC.

(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of
incorporation)

56-1001967
(IRS Employer
Identification No.)

**1823 Eastchester Drive
High Point, North Carolina 28265**
(Address of principal executive offices) (Zip Code)

CULP, INC. AMENDED AND RESTATED EQUITY INCENTIVE PLAN
(Amended and Restated as of September 27, 2023)
(Full title of the plan)

Kenneth R. Bowling
Executive Vice President and
Chief Financial Officer
Culp, Inc.
**1823 Eastchester Drive
High Point, North Carolina 28265**
(336) 889-5161
(Name, Address, including Zip Code, and Telephone number,
Including Area Code, of Agent for Service)

Copies to:
Patrick S. Bryant
Robinson Bradshaw & Hinson, P. A.
101 North Tryon Street
Charlotte, North Carolina 28246-0106
(704) 377-8366

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 Securities Exchange Act of 1934, as amended.

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 filed by Culp, Inc., a North Carolina corporation (the “Company” or the “Registrant”), to register an additional 960,000 shares of Common Stock of the Company issuable under the Company’s Amended and Restated Equity Incentive Plan (the “Amended and Restated Plan”). The Company previously registered 1,200,000 shares of Common Stock with respect to the Culp, Inc. 2015 Equity Incentive Plan (the “Original Plan”) on a prior registration statement on Form S-8 filed by the Company (Registration No. 333-207195) (the “Prior Registration Statement”). At the Company’s 2023 Annual Meeting of Shareholders on September 27, 2023, the Company’s shareholders approved the Amended and Restated Plan, which amended and restated the Original Plan to, among other things, authorized the issuance of 960,000 shares of Common Stock in addition to the shares of Common Stock remaining available for issuance under the Original Plan.

This Registration Statement relates to the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, together with all exhibits filed therewith or incorporated therein, are incorporated herein by reference and made part of this Registration Statement, except as amended or superseded by the contents of this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus relating to the Plan is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission, pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the “Exchange Act”), each as amended, are, except to the extent that information therein is deemed furnished and not filed pursuant to the Exchange Act, hereby incorporated by reference and shall be deemed to be a part hereof from the date of filing of such document:

- (1) The Registrant’s Annual Report on Form 10-K (File No. 1-12597) for the fiscal year ended April 30, 2023, filed with the Commission on July 14, 2023;
- (2) The Registrant’s Quarterly Report on Form 10-Q (File No. 1-12597) for the quarter ended July 30, 2023, filed with the Commission on September 8, 2023;
- (3) The Registrant’s Current Report on Form 8-K (File No. 1-12597) filed with the Commission on May 17, 2023; and
- (4) The description of securities filed as Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K (File No. 1-12597) for the fiscal year ended May 3, 2020, filed with the Commission on July 17, 2020, and including all other amendments and reports filed for the purposes of updating such description.

Except to the extent that information therein is deemed furnished and not filed pursuant to the Exchange Act, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment to this Registration Statement 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. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Item 8. Exhibits

Exhibit No.	Description of Exhibit
4.1	<u>Articles of Incorporation of the Company, as amended, incorporated by reference to Exhibit 3(i) to the Company's Form 10-Q for the quarter ended July 28, 2022, filed September 11, 2022</u>
4.2	<u>Restated and Amended Bylaws of the Company, as amended July 10, 2019, incorporated by reference to Exhibit 3(ii) to the Company's Form 10-K for the year ended April 28, 2019, filed July 12, 2019</u>
4.3	<u>Description of Capital Stock of the Company, incorporated by reference to Exhibit 4.1 to the Company's Form 10-K for the year ended May 3, 2020, filed July 17, 2020</u>
5.1*	<u>Opinion of Robinson Bradshaw & Hinson, P.A.</u>
23.1*	<u>Consent of Robinson Bradshaw & Hinson, P.A. (included in Exhibit 5.1)</u>
23.2*	<u>Consent of Grant Thornton LLP</u>
24.1	<u>Powers of Attorney (included on the signature page hereto)</u>
99.1	<u>Culp, Inc. Amended and Restated Equity Incentive Plan, incorporated by reference to Appendix B to the Company's Definitive Proxy Statement filed on August 24, 2023</u>
107*	<u>Fee Filing Table</u>

*Filed herewith.

[SIGNATURES ON THE NEXT PAGE]

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all 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 High Point, North Carolina, on this 27th day of September, 2023.

CULP, INC.

By: /s/ Kenneth R. Bowling
Executive Vice President and
Chief Financial Office

Power of Attorney. Each person whose signature appears below constitutes and appoints Kenneth R. Bowling and Ashley C. Durbin 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 any or all further amendments (including post-effective amendments) to this registration statement and any and all successor registration statements to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange 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 substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert G. Culp, IV</u> Robert G. Culp, IV	Chief Executive Officer (Principal Executive Officer), Director	September 27, 2023
<u>/s/ Kenneth R. Bowling</u> Kenneth R. Bowling	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 27, 2023
<u>/s/ Franklin N. Saxon</u> Franklin N. Saxon	Chairman of the Board of Directors	September 27, 2023
<u>/s/ Fred A. Jackson</u> Fred A. Jackson	Director	September 27, 2023
<u>/s/ John A. Baugh</u> John A. Baugh	Director	September 27, 2023
<u>/s/ Perry E. Davis</u> Perry E. Davis	Director	September 27, 2023
<u>/s/ Sharon A. Decker</u> Sharon A. Decker	Director	September 27, 2023
<u>/s/ Kimberly B. Gatling</u> Kimberly B. Gatling	Director	September 27, 2023
<u>/s/ Jonathan L. Kelly</u> Jonathan L. Kelly	Director	September 27, 2023



September 27, 2023

Culp, Inc.
1823 Eastchester Drive
Charlotte, North Carolina 28265

Re: Registration Statement on Form S-8 relating to the issuance of 960,000 shares of Common Stock under the Culp, Inc. Amended and Restated Equity Incentive Plan (Amended and Restated as of September 27, 2023) (the "Plan")

Ladies and Gentlemen:

We have acted as counsel to Culp, Inc., a North Carolina corporation (the "Company"), in connection with the preparation of a registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the offer and sale of up to 960,000 additional shares of the Company's Common Stock, \$.05 par value (the "Shares") to be issued by the Company pursuant to the Plan.

In such capacity, we have examined original, certified, conformed, electronic, facsimile or photographic copies, certified or otherwise identified to our satisfaction, of such records, documents, certificates and instruments as we have deemed necessary and appropriate to enable us to render the opinion expressed below. In such review, we have assumed the genuineness of all signatures, the capacity of all natural persons, the authenticity of all documents and certificates submitted to us as originals or duplicate originals, the conformity to original documents and certificates of the documents and certificates submitted to us as certified, conformed, electronic, facsimile or photographic copies, the authenticity of the originals of such latter documents and certificates, the accuracy and completeness of all statements contained in all such documents and certificates, and the integrity and completeness of the minute books and records of the Company to the date hereof. As to all questions of fact material to the opinion expressed herein that have not been independently established, we have relied, without investigation or analysis of any underlying data, upon certificates and statements of public officials and representatives of the Company.

Based upon the foregoing, it is our opinion that the Shares, if and when issued by the Company in accordance with the terms and conditions of the Plan, and upon payment of the consideration payable therefor in accordance with the terms and conditions of the Plan, will be legally issued, fully paid and nonassessable and will represent validly authorized and outstanding Shares.

The opinions expressed herein are limited to the laws of the State of North Carolina, and we express no opinion with respect to the laws of any other state or jurisdiction.

The opinions expressed herein are contingent on the Registration Statement becoming effective under the Act.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such opinion, we do not thereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

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 and is rendered as of the date hereof. We assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

Very truly yours,

ROBINSON, BRADSHAW & HINSON, P.A.

/s/ Robinson, Bradshaw & Hinson, P.A.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated July 14, 2023 with respect to the consolidated financial statements and internal control over financial reporting of Culp, Inc. included in the Annual Report on Form 10-K for the year ended April 30, 2023. We consent to the incorporation by reference of said reports in this Registration Statement of Culp, Inc. on Form S-8.

/s/ GRANT THORNTON LLP

Charlotte, North Carolina
September 27, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Culp, 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 Share (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee (3)
Equity	Common Stock, par value \$.05 per share	457(c) and 457(h)	960,000	\$5.65	\$5,424,000	0.00011020	\$597.73
Total Offering Amounts					\$5,424,000		\$597.73
Total Fee Offsets							\$0
Net Fee Due							\$597.73

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), the Registration Statement on Form S-8 to which this exhibit relates also covers any additional shares of the Registrant's Common Stock that become issuable pursuant to awards under the Culp, Inc. Amended and Restated Equity Incentive Plan (the "Amended and Restated Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of the Registrant's Common Stock.
- (2) Estimated pursuant to Rule 457(c) and 457(h) under the Securities Act for purposes of calculating the registration fee. The fee is computed based upon \$5.65, which represents the average of the high and low prices per share of the Registrant's Common Stock on September 21, 2023 as reported on the New York Stock Exchange.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of the additional securities available for issuance under the Amended and Restated Plan.

