As filed with the Securities and Exchange Commission on June 18, 2026

Registration No. 333-

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

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

Mobile Infrastructure Corporation
(Exact name of registrant as specified in its charter)

Maryland **(State or other jurisdiction of incorporation or organization)**	**32-0777356** **(I.R.S. Employer Identification No.)**

30 W. 4th Street
Cincinnati, Ohio 45202
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated Mobile Infrastructure Corporation and Mobile Infra Operating Company, LLC 2023 Incentive Award Plan
(Full title of the plan)

Stephanie Hogue
Chief Executive Officer
Mobile Infrastructure Corporation
30 W. 4th Street
Cincinnati, Ohio 45202
(Name and address of agent for service)

(513) 834-5110
(Telephone number, including area code, of agent for service)

Copies to:
Hirsh Ament
Frank N. Strumolo
Venable LLP
750 E. Pratt Street
Suite 900
Baltimore, Maryland 21202
Tel: (410) 244-7400

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

This Registration Statement on Form S-8 (the "**Registration Statement**") covers the registration of (i) 3,000,000 shares of common stock, par value $0.0001 per share (the "**Common Stock**"), of Mobile Infrastructure Corporation, a Maryland corporation (the "**Company**"), reserved for issuance pursuant to awards that may be granted under the Amended and Restated Mobile Infrastructure Corporation and Mobile Infra Operating Company, LLC 2023 Incentive Award Plan (the "**Plan**"). At the 2026 Annual Meeting of Stockholders of the Company held on June 18, 2026, the Company's stockholders approved the Plan and the authorization of an additional 3,000,000 shares of Common Stock available for issuance under the Plan. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement shall also cover any additional shares of the Company's common stock that become issuable under the Plan as the result of any stock splits, stock dividends or similar transactions.

This Registration Statement is filed pursuant to General Instruction E to Form S-8. Accordingly, this Registration Statement hereby incorporates by reference the contents of the registration statement on Form S-8 filed by the Registrant on December 18, 2023 (File No. 333-276109) (the "**Prior Registration Statement**"), with respect to the Plan, except as otherwise amended, updated or supplemented herein.

This Registration Statement relates solely to the registration of additional securities of the same class as are registered on the Prior Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the employee benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "**SEC**"), either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. Such documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8 and the Prior Registration Statement, 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 filed by the Company with the SEC are incorporated by reference in this Registration Statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on March 5, 2026;

(b) The Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2026, filed with the SEC on May 12, 2026;

(c) The Company's Current Reports on Form 8-K filed with the SEC on January 20, 2026, February 24, 2026, March 25, 2026, April 27, 2026, May 26, 2026 and June 18, 2026; and

(d) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed with the SEC on August 25, 2023, as updated by the description of the Company's Common Stock filed as Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, including any further amendment or report filed with the SEC for the purpose of updating such description.

All documents filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be 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 SEC (including, without limitation, information furnished under Item 2.02 or Item 7.01 of Current Reports on Form 8-K and the exhibits related to such items furnished under Item 9.01) shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in this Registration Statement, or 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 subsequently filed document which also is incorporated or 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.

Exhibit No.	Exhibit	Incorporated by Reference Form	File No.	Filing Date	Exhibit No. or Annex	Filed Herewith
4.1	Articles of Incorporation of Mobile Infrastructure Corporation	8-K	001-40415	August 31, 2023	3.1	
4.2	Bylaws of Mobile Infrastructure Corporation	8-K	001-40415	August 31, 2023	3.3	
5.1	Opinion of Venable LLP					X
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm of MIC					X
23.2	Consent of Grant Thornton LLP, independent registered public accounting firm of MIC					X
23.3	Consent of Venable LLP (included in Exhibit 5.1 hereto)					X
24.1	Power of Attorney (included on the signature page to this Registration Statement on Form S-8)					X
99.1	Amended and Restated Mobile Infrastructure Corporation and Mobile Infra Operating Company, LLC 2023 Incentive Award Plan	DEF 14A	001-40415	April 23, 2026	A	
107	Filing Fee Table					X

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 Cincinnati, State of Ohio, on June 18, 2026.

MOBILE INFRASTRUCTURE CORPORATION

By: */s/ Stephanie Hogue*
Name: Stephanie Hogue
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stephanie Hogue and Paul Gohr, and each of them acting individually, as his or her true and lawful attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and such counterparts shall together constitute one and the same instrument.

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.

Name	Title	Date
/s/ Stephanie Hogue Stephanie Hogue	President and Chief Executive Officer (Principal Executive Officer)	June 18, 2026
/s/ Paul Gohr Paul Gohr	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 18, 2026
/s/ Manuel Chavez III Manuel Chavez, III	Executive Chairman and Director	June 18, 2026
/s/ Danica Holley Danica Holley	Director	June 18, 2026
/s/ Damon Jones Damon Jones	Director	June 18, 2026
/s/ David Garfinkle David Garfinkle	Director	June 18, 2026
/s/ Jeffrey B. Osher Jeffrey B. Osher	Director	June 18, 2026

VENABLE LLP
750 East Pratt Street, Suite 900
Baltimore, Maryland 21202
Telephone 410-244-7400
Facsimile 410-244-7742
www.venable.com

June 18, 2026

Mobile Infrastructure Corporation
30 W. 4th Street
Cincinnati, Ohio 45202

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Mobile Infrastructure Corporation, a Maryland corporation (the "***Company***"), in connection with the Registration Statement on Form S-8 (the "***Registration Statement***") filed on the date hereof with the Securities and Exchange Commission (the "***Commission***"), relating to the registration under the Securities Act of 1933, as amended (the "***Securities Act***"), of the issuance by the Company of up to 3,000,000 shares (the "***Shares***") of common stock, par value $0.0001 per share (the "***Common Stock***"), of the Company reserved for issuance pursuant to awards that may be granted under the Amended and Restated Mobile Infrastructure Corporation and Mobile Infra Operating Company, LLC 2023 Incentive Award Plan (the "***Plan***").

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S–K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or any related prospectus, other than as expressly stated herein.

In connection with our opinion expressed below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "***Documents***"):

1. The Registration Statement;

2. The charter of the Company (the "***Charter***"), certified by the State Department of Assessments and Taxation of Maryland;

3. The Bylaws of the Company;

4. The Limited Liability Company Agreement (the "***Operating Agreement***") of Mobile Infra Operating Company, LLC, a Delaware limited liability company;

5. The Plan;

6. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, (i) the reservation and issuance of the Shares, (ii) the Plan and (iii) the filing of the Registration Statement (the "***Resolutions***"); and

7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. None of the Shares will be issued or transferred in violation of any restriction or limitation contained in the Charter, the Operating Agreement or the Plan.

6. Upon any issuance of 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 the Charter or the Plan.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Maryland General Corporation Law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein are subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

In connection with our opinion expressed in the paragraphs below, we have assumed that, at or prior to the time of the delivery of any Shares, the Registration Statement will have been declared effective under the Securities Act that the registration will apply to the offer and sale of such Shares and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of the Shares.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that: The issuance of the Shares has been duly authorized and, when issued and delivered by the Company pursuant to the Resolutions, the Plan and the applicable award agreements, the Shares will be validly issued, fully paid and nonassessable.

The opinion expressed herein are limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are (i) "experts" within the meaning of Section 11 of the Securities Act or the rules and regulations of the Commission promulgated thereunder or (ii) within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Venable LLP

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated March 11, 2025, relating to the financial statements of Mobile Infrastructure Corporation appearing in this Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio
June 18, 2026

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 5, 2026 with respect to the consolidated financial statements of Mobile Infrastructure Corporation included in the Annual Report on Form 10-K for the year ended December 31, 2025, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Cincinnati, Ohio
June 18, 2026

Calculation of Filing Fee Tables

S-8

Mobile Infrastructure Corp

Table 1: Newly Registered Securities

	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, $0.01 par value	Other	3,000,000	$ 1.79	$ 5,370,000.00	0.0001381	$ 741.60
				Total Offering Amounts:		$ 5,370,000.00		$ 741.60
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 741.60

Offering Note

1

Note to Amount Registered: Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock, par value $0.01 per share (the "Common Stock"), of Mobile Infrastructure Corporation (the "Registrant") that become issuable under the Registrant's Amended and Restated Mobile Infrastructure Corporation and Mobile Infra Operating Company, LLC 2023 Incentive Award Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of Common Stock.

Note to Proposed Maximum Offering Price Per Unit and Maximum Aggregate Offering Price: Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The maximum offering price per share is based upon the average of the high and low price of the Registrant's common stock on June 15, 2026 as reported on The Nasdaq Global Market.

Table 2: Fee Offset Claims and Sources ☑**Not Applicable**

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)												
Fee Offset Claims												
Fee Offset Sources												