

---

As filed with the Securities and Exchange Commission on May 14, 2024  
Registration No. 333-

---

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

---

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

---

**PAYSAFE LIMITED**  
(Exact name of registrant as specified in its charter)

---

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

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Paysafe Limited**  
**2 Gresham Street**  
**London, United Kingdom EC2V 7AD**

(Address of Principal Executive Offices) (Zip Code)

**Paysafe Limited 2021 Omnibus Incentive Plan**  
(Full title of the plan)

**Cogeny Global Inc.**  
**122 East 42nd Street, 18th Floor**  
**New York, NY 10168**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*  
**Scott Levi, Esq.**  
**Guy Potel, Esq.**  
**White & Case LLP**  
**1221 Avenue of the Americas**  
**New York, NY 10020**  
**(212) 819-82000**

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”) is filed by Paysafe Limited, an exempted limited Company incorporated under the laws of Bermuda (the “Company”), for the purpose of registering additional common shares, par value \$0.012 per share, of the Company (the “Common Shares”) under the Company’s 2021 Omnibus Incentive Plan (the “Omnibus Plan”).

The number of Common Shares available for issuance under the Omnibus Plan is subject to an automatic annual increase (the “Evergreen Provision”) on the first day of each fiscal year beginning with the 2022 fiscal year in an amount equal to the least of (x) 5,290,377 Common Shares (reflecting a 1-for-12 reverse stock split completed in 2022), (y) 7.5% of the total number of Common Shares outstanding on the last day of the immediately preceding fiscal year, and (z) a lower number of Common Shares as determined by the board of directors. Pursuant to the Evergreen Provision, the number of Common Shares available for issuance under the Omnibus Plan was increased by 4,628,958 effective January 1, 2024. This Registration Statement registers the 4,628,958 additional shares available for issuance under the Omnibus Plan as a result of the Evergreen Provision.

Pursuant to Instruction E of Form S-8, the contents of the Company’s prior registration statement on [Form S-8](#) registering shares of the Common Shares under the Omnibus Plan (File No. 333-256692) is hereby incorporated by reference herein, and the information required by Part II of Form S-8 is omitted, except as supplemented by the information set forth below.

---

## 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 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 of Form S-8 will be delivered to the participants in the Omnibus Plan 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 “Commission”) either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- (a) Annual Report on [Form 20-F](#) of the Registrant for the year ended December 31, 2023, filed with the Commission on March 20, 2024 which contains the Registrant’s audited financial statements for the latest fiscal year for which such financial statements have been filed; and
- (b) The description of Common Shares contained in the Registration Statement on [Form 8-A12B](#), filed with the Commission on March 30, 2021, including all other amendments and reports filed for the purpose of updating such description (namely, [Exhibit 2.3](#) to the Company’s Annual Report on Form 20-F for the year ended December 31, 2023).

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act and, to the extent specifically designated therein, reports of foreign private issuer on Form 6-K furnished by the Company to the SEC (except for any information deemed furnished to, rather than filed with, the Commission), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of 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 following exhibits are filed as part of this Registration Statement:

<b>Exhibit Number</b>	<b>Description of Document</b>
4.1	<a href="#"><u>Memorandum of Association of Paysafe Limited (incorporated by reference to Exhibit 3.1 to the Form F-4 filed on December 21, 2020 (file no. 333-251552)).</u></a>
4.2	<a href="#"><u>Second Amended Bye-Laws of Paysafe Limited (incorporated by reference to Exhibit 99.2 to the Form 6-K filed on December 12, 2022 (file no 001-40302)).</u></a>
4.3	<a href="#"><u>Paysafe Limited 2021 Omnibus Incentive Plan (incorporated by reference to Annex E to the Form F-4 filed on December 21, 2021 (file no. 333-251552)).</u></a>
5.1*	<a href="#"><u>Opinion of Wakefield Quin Limited.</u></a>
23.1*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP</u></a>
23.2*	<a href="#"><u>Consent of Wakefield Quin Limited (included as part of Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Powers of Attorney (included in the signature pages to this Registration Statement).</u></a>
107*	<a href="#"><u>Calculation of Filing Fee Table.</u></a>

\* Filed herewith.

---

**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 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 Jacksonville, Florida, United States, on May 14, 2024.

**PAYSAFE LIMITED**

By: /s/ Bruce Lowthers  
Name: Bruce Lowthers  
Title: Chief Executive Officer

---

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints and hereby authorizes Bruce Lowthers, Alex Gersh and Elliott Wiseman, and each of them, as such person's true and lawful attorney-in-fact, with full power of substitution or resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments to this registration statement, and any subsequent registration statement filed by the registrant pursuant to Rule 462(b) of the Securities Act, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, and each of them, 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.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Bruce Lowthers</u> Bruce Lowthers	Chief Executive Officer, Director (principal executive officer)	May 14, 2024
<u>/s/ Alexander Gersh</u> Alexander Gersh	Chief Financial Officer (principal financial officer)	May 14, 2024
<u>/s/ Nicole Nahlous</u> Nicole Nahlous	Chief Accounting Officer (principal accounting officer)	May 14, 2024
<u>/s/ Daniel Henson</u> Daniel Henson	Chairman of the Board of Directors	May 14, 2024
<u>/s/ Mark Brooker</u> Mark Brooker	Director	May 14, 2024
<u>/s/ Matthew Bryant</u> Matthew Bryant	Director	May 14, 2024
<u>/s/ Anthony Jabbour</u> Anthony Jabbour	Director	May 14, 2024
<u>/s/ Dagmar Kollmann</u> Dagmar Kollmann	Director	May 14, 2024

---

/s/ Jonathan Murphy  
Jonathan Murphy

Director

May 14, 2024

/s/ Eli Nagler  
Eli Nagler

Director

May 14, 2024

/s/ Peter Rutland  
Peter Rutland

Director

May 14, 2024

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirement of the Securities Act, the undersigned, the duly undersigned representative in the United States of Paysafe Limited, has signed this registration statement in the City of New York, State of New York, on May 14, 2024.

**COGENCY GLOBAL INC.**

By: /s/ Colleen A. De Vries  
Name: Colleen A. De Vries  
Title: Senior Vice President on behalf of Cogency  
Global Inc.

---







Jemima Fearnside  
+1 441 494 4034  
jfearnside@wq.bm

May 14<sup>th</sup>, 2024

Paysafe Limited  
1st Floor, 2 Gresham St,  
London EC2V 7AD  
United Kingdom

Dear Sirs

**Paysafe Limited (the “Company”)**

We have acted as special counsel in Bermuda to the Company in connection with the preparation and filing by the Company of a registration statement on Form S-8 to be filed on or about the date hereof by the Company with the Securities and Exchange Commission (“**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”) on or about the date hereof (the “**Registration Statement**”). The Registration Statement relates to the issuance by the Company of an aggregate of up to (i) 4,628,958 additional common shares of par value US\$0.012 each in the Company (the “**Shares**”) that may be issued by the Company pursuant to the automatic annual increase (the “**Evergreen Provision**”) provided for in the Paysafe Limited 2021 Omnibus Incentive Plan (the “**2021 Omnibus Plan**”).

For the purposes of this letter of opinion (“**Opinion**”), we have examined and relied upon copies of the documents listed, and in some cases defined, in the Schedule to this Opinion (the “**Documents**”), together with such other documentation as we have considered relevant to this Opinion.

**Assumptions**

In stating our Opinion we have assumed:

- a) the authenticity, accuracy and completeness of all Documents and other documentation examined by us submitted to us as originals and the conformity to authentic original documents of all Documents and other such documentation submitted to us as certified, conformed, notarised or photostatic copies;
- b) that each of the Documents and other such documentation which was received by electronic means is complete, intact and in conformity with the transmission as sent;
- c) there will be no changes to the form of the Documents provided to us;



d)that any factual statements made in any of the Documents are true, accurate and complete;

e)that there are no provisions of the laws or regulations of any jurisdiction other than Bermuda which would have any implication in relation to the opinions expressed in this Opinion and that, in so far as any obligation under, or action to be taken in connection with the registration of the Shares, is required to be performed or taken in any jurisdiction outside Bermuda, the performance of such obligation or the taking of such action will not be unlawful by virtue of the laws of that jurisdiction;

f)that the records which were the subject of the search referred to in paragraph 4 of the Schedule to this Opinion were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this Opinion and such information has not since such date been materially altered. These searches have been supplemented by the company extract as detailed in paragraph 5 of the Schedule to this Opinion.

### **Opinion**

Based upon and subject to the assumptions set out above, and subject to the reservations set out below and to any matters not disclosed to us, we are of the opinion that:

1.The Company is an exempted company incorporated with limited liability and existing under the laws of Bermuda and is in good standing under the laws of Bermuda; and

2.The Shares to be issued pursuant to the 2021 Omnibus Plan are validly authorised, currently unissued shares in the capital of the Company which, when issued, allotted and paid for pursuant to and in accordance with the terms of the 2021 Omnibus Plan, will constitute validly issued, fully paid and non-assessable common shares in the capital of the Company.

### **Reservations**

We have the following reservations:

(a) We express no opinion as to any law other than Bermuda law and none of the opinions expressed in this Opinion relates to compliance with or matters governed by the laws of any jurisdiction except Bermuda. This Opinion is limited to Bermuda law as applied by the courts of Bermuda at the date of this Opinion.

(b) Any reference in this Opinion to the Shares being “non-assessable” shall mean, in relation to fully-paid common shares and subject to any contrary provision in any agreement between the Company and the holder of the Shares, that no shareholder shall be obliged, in respect of those Shares, to contribute further amounts to the capital of the Company, either in order to complete payment for those shares, to satisfy claims of creditors of the Company, or otherwise; and no shareholder of the Company shall be bound by an alteration of the memorandum of association or bye-laws of the Company after the date on which he became a shareholder, if and so far as the alteration requires him to take, or subscribe for, additional shares of the Company, or in any way increases his liability to contribute to the share capital of, or otherwise to pay money to, the Company.

---



(c) Searches of the Register of Companies at the office of the Registrar of Companies (“**Registrar**”) are not conclusive and it should be noted that the Register of Companies and the Supreme Court Causes Book do not reveal:

(i) whether an application to the Supreme Court for a winding up petition or for the appointment of a receiver or manager has been prepared but not yet been presented or has been presented but does not appear in the Causes Book at the date and time the search is concluded;

(ii) whether any arbitration or administrative proceedings are pending or whether any proceedings are threatened, or whether any arbitrator has been appointed;

(iii) details of matters which have been lodged for filing or registration which as a matter of general practice of the Registrar of Companies would have or should have been disclosed on the public file but have not actually been registered or to the extent that they have been registered have not been disclosed or appear in the public records at the date and time the search is concluded;

(iv) details of matters which should have been lodged for registration but have not been lodged for registration at the date the search is concluded; or

(v) whether a receiver or manager has been appointed privately pursuant to the provisions of a debenture or other security, unless notice of the fact has been entered in the Register of Charges in accordance with the provisions of the Companies Act 1981.

(d) In order to issue this Opinion we have carried out the searches referred to in paragraph 4 of the Schedule to this Opinion and have not enquired as to whether there has been any change since that date.

(e) In this Opinion, the term “good standing” means only that the Company has received a certificate of compliance from the Registrar of Companies in Bermuda as at the date referred to in paragraph 9 of the Schedule.

#### **Disclosure**

This Opinion is addressed to you in connection with the filing by the Company of the Registration Statement with the Securities and Exchange Commission for the purposes of registering the Shares under the Securities Act. We consent to the filing of this Opinion as an exhibit to the Registration Statement and to the statements with respect to our name wherever it appears in the Registration Statement and in any amendment or supplement to the Registration Statement. In giving this consent, we do not admit that we are an “expert” within the meaning of the Securities Act.

This Opinion is addressed to the Company and (save as referred to in the preceding paragraph) is neither to be transmitted to any other person, nor quoted nor referred to in any public document, nor filed with any governmental agency or person without our prior written consent, except as may be required by law. Further, this Opinion speaks as of its date and is strictly limited to the matters stated in it and we assume no obligation to review or update this Opinion if applicable law or the existing facts or circumstances should change.

---



This Opinion is governed by and is to be construed in accordance with Bermuda law.

Yours faithfully

/s/ Wakefield Quin Limited  
Wakefield Quin Limited

## THE SCHEDULE

1. Certified copies of the certificate of incorporation, certificate of incorporation on change of name, memorandum of association, existing bye-laws and register of shareholders of the Company as at 13 May 2024.
  2. A certified copy of an extract from resolutions of the Board of Directors of Paysafe Limited passed on 10 May 2024, authorising the issue and allotment of the Shares.
  3. An electronic copy of the Registration Statement, in the form to be filed with the Commission.
  4. A copy of the notice to the public issued by the Bermuda Monetary Authority pursuant to the Exchange Control Act 1972 and Exchange Control Regulations 1973 dated 1 June 2005.
  5. The entries and filings shown in respect of the Company (together the “**Searches**”):
    - (i) on the file of the Company maintained at the office of the Registrar of Companies in Hamilton, Bermuda, as revealed by a search on 13 May 2024; and
    - (ii) in the Supreme Court Causes Book maintained at the Registry of the Supreme Court in Hamilton, Bermuda, as revealed by a search on 13 May 2024.
  6. A certificate of compliance dated 13 May 2024 issued by the Registrar of Companies in Bermuda in respect of the Company.
-



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 20, 2024, relating to the financial statements of Paysafe Limited and the effectiveness of Paysafe Limited's internal control over financial reporting, appearing in the Annual Report on Form 20-F of Paysafe Limited for the year ended December 31, 2023.

*/s/ Deloitte & Touche LLP*

Houston, Texas  
May 14, 2024

---



## Calculation of Filing Fee Tables

### Form S-8 (Form Type)

### Paysafe Limited (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Common shares(1)	Rule 457(c) and Rule 457(h)	4,628,958	\$14.83	\$68,647,447.14	0.00014760	\$10,132.36
<b>Total Offering Amount</b>							\$10,132.36
<b>Total Fee Offsets</b>							N/A
<b>Net Fee Due</b>							\$10,132.36

(1) Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers an indeterminate number of additional securities that may be offered or issued by the Registrant in connection with any stock split, stock dividend or similar transaction.

(2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$14.83 per share, the average of the high and low prices of the Registrant's Common Shares on May 8, 2024, as reported on the New York Stock Exchange.



