

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

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Oxford Industries, Inc.
(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction of incorporation or organization)

58-0831862
(I.R.S. Employer Identification No.)

**999 Peachtree Street NE, Suite 1225
Atlanta, GA 30309**
(Address of Principal Executive Offices)(Zip Code)

Oxford Industries, Inc. Amended and Restated Long-Term Stock Incentive Plan
(Full title of the plan)

Suraj A. Palakshappa
Senior Vice President, Finance & Legal
999 Peachtree Street NE, Suite 1225
Atlanta, Georgia 30309
(Name and address of agent for service)
(404) 659-2424
(Telephone number, including area code, of agent for service)

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

On June 23, 2026, at the 2026 Annual Meeting of Shareholders of Oxford Industries, Inc. (the “Registrant”), the shareholders of the Registrant approved an amendment to the Oxford Industries, Inc. Long-Term Stock Incentive Plan (as amended and restated, the “Plan”) to, among other things, increase the number of shares of the Registrant’s common stock par value \$1.00 per share (“Common Stock”) available for issuance under the Plan by 750,000 shares. The Registrant is filing this Registration Statement on Form S-8 (this “Registration Statement”) pursuant to and in accordance with General Instruction E to Form S-8 to register such additional 750,000 shares of Common Stock to be issued to employees of the Registrant and certain subsidiaries and to directors of the Registrant pursuant to the Plan. The contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on December 22, 2004 (File No. 333-121538) (the “2004 Registration Statement”), [September 14, 2009 \(File No. 333-161902\)](#) (the “2009 Registration Statement”) and [June 12, 2025 \(File No. 333-287979\)](#) (the “2025 Registration Statement”, and together with the 2004 Registration Statement and the 2009 Registration Statement, the “Prior Registration Statements”) are incorporated herein by reference, except as the same may be modified by the information set forth herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission are incorporated by reference in this Registration Statement:

- the Registrant’s [Annual Report on Form 10-K for the fiscal year ended January 31, 2026 filed on March 27, 2026](#) (including portions of the Registrant’s Definitive Proxy Statement for the 2026 Annual Meeting of Shareholders, filed with the Commission on May 13, 2026, that are specifically incorporated therein by reference);
- the Registrant’s Quarterly Reports on Form 10-Q for [the quarterly period ended May 2, 2026 filed on June 11, 2026](#) and [the quarterly period ended August 1, 2026 filed on September 4, 2026](#);
- the Registrant’s Current Reports on Form 8-K filed on [March 26, 2026](#), [June 10, 2026](#), [June 26, 2026](#) and [September 3, 2026](#) (other than any portions of such documents not deemed to be filed); and
- the description of the Common Stock contained in the Registrant’s Registration Statement on Form 8-A, which became effective on July 23, 1960 (File No. 001-04365), together with any amendments or supplements thereto filed with the Commission for the purpose of updating such description.

All documents filed by the Company subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Notwithstanding the foregoing, unless specifically stated to the contrary in such filing, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission will be incorporated by reference into, or otherwise be included in or deemed to be a part of, this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The legality of the securities offered hereby has been passed upon by Suraj A. Palakshappa, Senior Vice President, Finance & Legal of the Registrant, who, as of September 4, 2026, beneficially owned 16,028 shares of Common Stock.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Georgia.

Section 14-2-851 of the Georgia Business Corporation Code (the “GBCC”) empowers the Registrant to indemnify a director (including a former director and including a director who is or was serving at the Registrant’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity) against liability incurred in a proceeding if: (1) the director conducted himself or herself in good faith; and (2) the director reasonably believed: (A) in the case of conduct in his or her official capacity, that such conduct was in the best interests of the corporation; (B) in all other cases, that such conduct was at least not opposed to the best interests of the corporation; and (C) in the case of any criminal proceeding, that the director had no reasonable cause to believe such conduct was unlawful. Subsection (d) of Section 14-2-851 of the GBCC provides that a corporation may not indemnify a director in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under Section 14-2-851, or in connection with any proceeding with respect to conduct for which such director was adjudged liable on the basis that personal benefit was improperly received by such director, whether or not involving action in such director’s official capacity.

In addition, Section 14-2-856 of the GBCC permits the Registrant’s articles of incorporation, the Registrant’s bylaws, a contract or a resolution approved or ratified by the Registrant’s shareholders to authorize the Registrant to indemnify a director against claims to which the director was a party, including claims by the Registrant or in its right (e.g., shareholder derivative action). However, the Registrant may not indemnify the director where the director is adjudged liable to the Registrant or if the director is subjected to injunctive relief in the Registrant’s favor for (i) any misappropriation of a business opportunity belonging to the Registrant, (ii) intentional misconduct or knowing violation of the law, (iii) unlawful distributions or (iv) receipt of an improper benefit.

Section 14-2-852 of the GBCC provides for mandatory indemnification against reasonable expenses incurred by a director who is wholly successful, on the merits or otherwise, in defending an action to which the director was a party due to his or her status as the Registrant’s director. Section 14-2-854 allows a court, upon application by a director, to order indemnification and/or advancement of expenses if it determines that the director is entitled to indemnification under the GBCC or it determines that indemnification is fair and reasonable even if, among other things, the director has failed to meet the statutory standard of conduct provided under Section 14-2-851. However, the court may not order indemnification in excess of reasonable expenses where the Registrant is adjudged liable in a proceeding by or in the right of the corporation or for receipt of an improper benefit.

Section 14-2-857 of the GBCC permits the Registrant to indemnify an officer (including a former officer and including an officer who is or was serving at the Registrant’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity) to the same extent as a director. The Registrant may indemnify an officer who is not a director to a further extent by means of the Registrant’s articles of incorporation, bylaws, board resolutions, or by contract. However, the Registrant may not indemnify an officer for liability arising from conduct involving misappropriation of a business opportunity of the Registrant, intentional misconduct or knowing violation of the law, unlawful distributions, or receipt of an improper benefit. An officer who is not a director is also entitled to mandatory indemnification and may apply for court-ordered indemnification.

Section 14-2-858 of the GBCC permits the Registrant to purchase and maintain insurance on behalf of the Registrant’s directors and officers against liability incurred by them in their capacities or arising out of their status as the Registrant’s directors and officers, regardless of whether the Registrant would have the power to indemnify or advance expenses to the director or officer for the same liability under the GBCC.

The Bylaws of the Registrant provide, in effect, that, to the fullest extent and under the circumstances permitted by the GBCC, the Registrant will indemnify any and all of its officers and directors. In addition, the Registrant carries director and officer liability insurance on behalf of its officers and directors.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit	Description
4.1	<u>Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q for the fiscal quarter ended July 29, 2017).</u>
4.2	<u>Bylaws of the Registrant, as amended (incorporated by reference to Exhibit 3.2 to the Registrant's Form 10-Q for the fiscal quarter ended May 2, 2026).</u>
4.3	<u>Oxford Industries, Inc. Amended and Restated Long-Term Stock Incentive Plan, effective as of June 23, 2026 (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed on September 4, 2026).</u>
5.1	<u>Opinion of Suraj A. Palakshappa.</u> *
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u> *
23.2	<u>Consent of Suraj A. Palakshappa (included as part of Exhibit 5.1 hereto).</u> *
24	<u>Power of Attorney.</u> *
107	<u>Filing Fee Table.</u> *

* Filed herewith

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 Atlanta, State of Georgia, on September 4, 2026.

Oxford Industries, Inc.

By: /s/ THOMAS C. CHUBB III
Thomas C. Chubb III
Chairman, Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
<u>/s/ THOMAS C. CHUBB III</u> Thomas C. Chubb III	Chairman of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer)	September 4, 2026
<u>/s/ K. SCOTT GRASSMYER</u> K. Scott Grassmyer	Executive Vice President, Chief Financial Officer and Chief Operating Officer (Principal Financial Officer and Principal Accounting Officer)	September 4, 2026
<u>Helen Ballard</u> *	Director	September 4, 2026
<u>Virginia A. Hepner</u> *	Director	September 4, 2026
<u>John R. Holder</u> *	Director	September 4, 2026
<u>Stephen S. Lanier</u> *	Director	September 4, 2026
<u>Dennis M. Love</u>	Director	September 4, 2026
<u>Milford W. McGuirt</u> *	Director	September 4, 2026
<u>Clyde C. Tuggle</u> *	Director	September 4, 2026
<u>Carol B. Yancey</u>	Director	September 4, 2026

*By
/s/ SURAJ A. PALAKSHAPPA
Suraj A. Palakshappa
as Attorney-in-Fact

OXFORD INDUSTRIES 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 \$1.00 per share	Other	750,000	\$ 37.97	\$ 28,477,500.00	0.0001381	\$ 3,932.74
Total Offering Amounts:						\$ 28,477,500.00		\$ 3,932.74
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 3,932.74

1

(3) Proposed Maximum Offering Price per Unit is estimated pursuant to Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The price of \$37.97 per share represents the average of the high and low sales prices of the common stock as reported on the New York Stock Exchange on August 31, 2026.

[illegible]

OXFORD

September 4, 2026

Oxford Industries, Inc.
999 Peachtree Street NE, Suite 1225
Atlanta, Georgia 30309

Re: Oxford Industries, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I am Senior Vice President, Finance & Legal of Oxford Industries, Inc., a Georgia corporation (the "Company"). In my capacity as Senior Vice President, Finance & Legal of the Company, I have acted as counsel for the Company in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the U.S. Securities and Exchange Commission relating to an additional 750,000 shares (the "Shares") of common stock, par value \$1.00 per share (the "Common Stock"), of the Company for issuance under the Company's Amended and Restated Long-Term Stock Incentive Plan (as amended and restated as of the date hereof, the "Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In connection with this opinion, I have examined and relied on such documents, records, agreements and certificates as I have deemed necessary to form the basis for the opinion hereinafter expressed. In such examinations, I have assumed the genuineness of signatures on all documents submitted to me as originals, the conformity to original documents of all copies submitted to me as certified, conformed or photographic copies, and the legal capacity of all natural persons. For purposes of this opinion, I have assumed that the Shares that may be issued pursuant to the Plan will continue to be duly authorized on the dates of such issuance.

This opinion is limited in all respects to the laws of the State of Georgia, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinion expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, I am of the opinion that when issued and delivered in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof, and I assume no obligation to advise you after the date hereof of facts or circumstances that come to my attention, or changes in law that occur, that could affect the opinion contained herein. This opinion is provided for use solely in connection with the filing of the Registration Statement and may not be furnished to or relied upon by any person or entity for any other purpose without my prior written consent.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of my name wherever appearing in the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ SURAJ A. PALAKSHAPPA
Suraj A. Palakshappa
Senior Vice President, Finance & Legal

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Oxford Industries, Inc. Amended and Restated Long-Term Stock Incentive Plan of our reports dated March 27, 2026, with respect to the consolidated financial statements and schedule of Oxford Industries, Inc. and the effectiveness of internal control over financial reporting of Oxford Industries, Inc. included in its Annual Report (Form 10-K) for the year ended January 31, 2026, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
September 4, 2026

POWER OF ATTORNEY

The undersigned, a director of Oxford Industries, Inc. (the “Company”), does hereby constitute and appoint each of Suraj A. Palakshappa, Jonathan O. Leptich, Mary Margaret Heaton and Caroline Wood, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities a registration statement on Form S-8, or such other form as such attorneys-in-fact, or any of them, may deem necessary or desirable, relating to the Oxford Industries, Inc. Amended and Restated Long-Term Stock Incentive Plan (the “Registration Statement”), or any amendment (including post-effective amendments) or supplement thereto and any other instruments or documents filed as a part of or in connection therewith, and causing such Registration Statement, with all exhibits thereto, and any such amendment or supplement or other instrument or document, to be filed with the U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. In addition, each such attorney-in-fact shall have full power and authority to do and perform any and all acts on my behalf which may be necessary or desirable to complete, execute and timely file such Registration Statement with the U.S. Securities and Exchange Commission and any stock exchange or similar authority, and I hereby ratify and confirm all that said attorneys-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

/s/ Virginia A. Hepner

Virginia A. Hepner

Date: September 1, 2026

POWER OF ATTORNEY

The undersigned, a director of Oxford Industries, Inc. (the “Company”), does hereby constitute and appoint each of Suraj A. Palakshappa, Jonathan O. Leptich, Mary Margaret Heaton and Caroline Wood, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities a registration statement on Form S-8, or such other form as such attorneys-in-fact, or any of them, may deem necessary or desirable, relating to the Oxford Industries, Inc. Amended and Restated Long-Term Stock Incentive Plan (the “Registration Statement”), or any amendment (including post-effective amendments) or supplement thereto and any other instruments or documents filed as a part of or in connection therewith, and causing such Registration Statement, with all exhibits thereto, and any such amendment or supplement or other instrument or document, to be filed with the U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. In addition, each such attorney-in-fact shall have full power and authority to do and perform any and all acts on my behalf which may be necessary or desirable to complete, execute and timely file such Registration Statement with the U.S. Securities and Exchange Commission and any stock exchange or similar authority, and I hereby ratify and confirm all that said attorneys-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

/s/ John R. Holder

John R. Holder

Date: September 1, 2026

POWER OF ATTORNEY

The undersigned, a director of Oxford Industries, Inc. (the “Company”), does hereby constitute and appoint each of Suraj A. Palakshappa, Jonathan O. Leptich, Mary Margaret Heaton and Caroline Wood, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities a registration statement on Form S-8, or such other form as such attorneys-in-fact, or any of them, may deem necessary or desirable, relating to the Oxford Industries, Inc. Amended and Restated Long-Term Stock Incentive Plan (the “Registration Statement”), or any amendment (including post-effective amendments) or supplement thereto and any other instruments or documents filed as a part of or in connection therewith, and causing such Registration Statement, with all exhibits thereto, and any such amendment or supplement or other instrument or document, to be filed with the U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. In addition, each such attorney-in-fact shall have full power and authority to do and perform any and all acts on my behalf which may be necessary or desirable to complete, execute and timely file such Registration Statement with the U.S. Securities and Exchange Commission and any stock exchange or similar authority, and I hereby ratify and confirm all that said attorneys-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

/s/ Stephen S. Lanier

Stephen S. Lanier

Date: September 1, 2026

POWER OF ATTORNEY

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/s/ Dennis M. Love

Dennis M. Love

Date: September 1, 2026

POWER OF ATTORNEY

The undersigned, a director of Oxford Industries, Inc. (the “Company”), does hereby constitute and appoint each of Suraj A. Palakshappa, Jonathan O. Leptich, Mary Margaret Heaton and Caroline Wood, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities a registration statement on Form S-8, or such other form as such attorneys-in-fact, or any of them, may deem necessary or desirable, relating to the Oxford Industries, Inc. Amended and Restated Long-Term Stock Incentive Plan (the “Registration Statement”), or any amendment (including post-effective amendments) or supplement thereto and any other instruments or documents filed as a part of or in connection therewith, and causing such Registration Statement, with all exhibits thereto, and any such amendment or supplement or other instrument or document, to be filed with the U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. In addition, each such attorney-in-fact shall have full power and authority to do and perform any and all acts on my behalf which may be necessary or desirable to complete, execute and timely file such Registration Statement with the U.S. Securities and Exchange Commission and any stock exchange or similar authority, and I hereby ratify and confirm all that said attorneys-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

/s/ Clyde C. Tuggle

Clyde C. Tuggle

Date: September 1, 2026

POWER OF ATTORNEY

The undersigned, a director of Oxford Industries, Inc. (the “Company”), does hereby constitute and appoint each of Suraj A. Palakshappa, Jonathan O. Leptich, Mary Margaret Heaton and Caroline Wood, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities a registration statement on Form S-8, or such other form as such attorneys-in-fact, or any of them, may deem necessary or desirable, relating to the Oxford Industries, Inc. Amended and Restated Long-Term Stock Incentive Plan (the “Registration Statement”), or any amendment (including post-effective amendments) or supplement thereto and any other instruments or documents filed as a part of or in connection therewith, and causing such Registration Statement, with all exhibits thereto, and any such amendment or supplement or other instrument or document, to be filed with the U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. In addition, each such attorney-in-fact shall have full power and authority to do and perform any and all acts on my behalf which may be necessary or desirable to complete, execute and timely file such Registration Statement with the U.S. Securities and Exchange Commission and any stock exchange or similar authority, and I hereby ratify and confirm all that said attorneys-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

/s/ Carol B. Yancey

Carol B. Yancey

Date: September 1, 2026