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

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

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**ANTERIX INC.**

(Exact name of registrant as specified in its charter)

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

**33-0745043**  
(IRS Employer  
Identification No.)

**3 Garret Mountain Plaza**  
**Suite 401**  
**Woodland Park, NJ**  
(Address of Principal Executive Offices)

**07424**  
(Zip Code)

**Anterix Inc. 2023 Stock Plan**  
(Full title of the plan)

**Gena Ashe**  
**Chief Legal Officer and Corporate Secretary**  
**Anterix Inc.**

**3 Garret Mountain Plaza**  
**Suite 401**  
**Woodland Park, NJ 07424**  
(Name and address of agent for service)

**(973) 771-0300**  
(Telephone number, including area code, of agent for service)

*Copy to:*

**Kevin Collins, Esq.**  
**Alexander J. May, Esq.**  
**Jenner & Block LLP**  
**1155 Avenue of the Americas**  
**New York, NY 10036**  
**(212) 891-1635**

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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 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Anterix Inc. to register an additional 1,100,000 shares of Anterix Inc. common stock available for issuance under the Anterix Inc. 2023 Stock Plan (as amended the “Plan”). The 1,100,000 shares of common stock being registered on this Registration Statement are in addition to the 250,000 shares of common stock registered pursuant to a Form S-8 Registration Statement, No. 333-273981, filed with the Securities and Exchange Commission on August 14, 2023 (the “2023 Registration Statement”).

This Registration Statement relates to securities of the same class as to which the 2023 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 2023 Registration Statement, to the extent relating to the registration of common stock issuable under the Plan, are incorporated herein by reference and made part of this Registration Statement, except as amended, supplemented, or superseded hereby.

As of the August 8, 2023 effective date of the Plan, no further grants may be made under the Anterix Inc. 2014 Stock Plan (the “2014 Plan”) and shares that are subject to outstanding awards under the 2014 Plan that subsequently are lapsed, expired, terminated, cancelled or forfeited without a distribution of shares will become available for awards under the Plan. Accordingly, shares under the 2014 Plan previously registered pursuant to Registration Statements Nos. 333-201699, 333-209543, 333-215934, 333-222890, 333-229565, 333-236251, and 333-257115 that become available for awards under the Plan in accordance with its terms are also covered by the 2023 Registration Statement and this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

Incorporated by reference to the Exhibit Index attached hereto.

## 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 Woodland Park, State of New Jersey, on August 15, 2024.

ANTERIX INC.

/s/ Robert H. Schwartz

Robert H. Schwartz  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Robert Schwartz, Timothy Gray and Gena Ashe, and each and any of them, as his or her true and lawful attorney-in-fact and agent, 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 and all amendments (including post-effective amendments) to this registration statement, and any registration statement relating to the same offering as this registration statement that is to be effective upon filing pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each 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, 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 either of them, or their 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 below by the following persons in the capacities and on the dates indicated.

<u>/s/ Robert H. Schwartz</u> Robert H. Schwartz	President, Chief Executive Officer and Director (Principal Executive Officer)	August 15, 2024
<u>/s/ Timothy Gray</u> Timothy Gray	Chief Financial Officer (Principal Financial and Accounting Officer)	August 15, 2024
<u>/s/ Morgan O'Brien</u> Morgan O'Brien	Executive Chairman of the Board	August 15, 2024
<u>/s/ Jeffrey A. Altman</u> Jeffrey A. Altman	Director	August 15, 2024
<u>/s/ Leslie B. Daniels</u> Leslie B. Daniels	Director	August 15, 2024
<u>/s/ Mark A. Fleischhauer</u> Mark A. Fleischhauer	Director	August 15, 2024
<u>/s/ Thomas R. Kuhn</u> Thomas R. Kuhn	Director	August 15, 2024

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/s/ William E. Heard

William E. Heard

Director

August 15, 2024

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/s/ Scott A. Lang

Scott A. Lang

Director

August 15, 2024

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/s/ Mahvash Yazdi

Mahvash Yazdi

Director

August 15, 2024

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 3.1 of the Registrant's Registration Statement on Form S-1, filed on December 19, 2014 (Registration No. 333-201156)).</u></a>
4.2	<a href="#"><u>Certificate of Amendment No. 1 of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed on November 5, 2015 (File No. 001-36827)).</u></a>
4.3	<a href="#"><u>Certificate of Amendment No. 2 of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed on August 6, 2019 and incorporated herein by reference (File No. 001-36827)).</u></a>
4.4	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference from Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed on June 27, 2017 (Registration No. 001-36827)).</u></a>
4.5	<a href="#"><u>Amendment No. 1 to the Amended and Restated Bylaws of the Registrant (incorporated by reference from Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed on May 8, 2020 (File No. 001-36827)).</u></a>
4.6	<a href="#"><u>Form of Common Stock Certificate of the Registrant (incorporated by reference from Exhibit 4.1 of the Registrant's Registration Statement on Form S-1, filed on December 19, 2014 (Registration No. 333-201156)).</u></a>
*5.1	<a href="#"><u>Opinion of Jenner &amp; Block LLP.</u></a>
*23.1	<a href="#"><u>Consent of Jenner &amp; Block LLP (contained in Exhibit 5.1).</u></a>
*23.2	<a href="#"><u>Consent of Grant Thornton LLP.</u></a>
*24.1	<a href="#"><u>Power of Attorney (contained on the signature page hereto).</u></a>
99.1	<a href="#"><u>Anterix Inc. 2023 Stock Plan (incorporated by reference from Exhibit B of the Registrant's 2023 Proxy Statement filed on July 14, 2023 (File No. 001-36827)).</u></a>
99.2	<a href="#"><u>Amendment No. 1 to the Anterix Inc. 2023 Stock Plan (incorporated by reference from Exhibit A of the Registrant's 2024 Proxy Statement filed on July 3, 2024 (File No. 001-36827)).</u></a>
*107	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith.

1155 AVENUE OF THE AMERICAS, NEW YORK, NY 10036-2711

JENNER &amp; BLOCK LLP

August 15, 2024

Anterix Inc.  
3 Garret Mountain Plaza  
Woodland Park, NJ 07424

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with the registration pursuant to a Registration Statement (the "Registration Statement") on Form S-8, to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), on the date hereof, relating to 1,100,000 shares of your common stock, \$0.0001 par value per share (the "Common Stock"), which may be issued by Anterix Inc., a Delaware corporation (the "Company"), pursuant to the Anterix Inc. 2023 Stock Plan (as amended, the "Plan").

In rendering the opinion set below, we have examined (i) the Amended and Restated Certificate of Incorporation of the Company, as amended (the "Amended and Restated Certificate of Incorporation"), (ii) the Amended and Restated Bylaws of the Company, as amended, (iii) records and proceedings of the Board of Directors and the Compensation Committee of the Company, (iv) the Plan and Amendment No.1 to the Plan and (v) the Registration Statement, along with any exhibits filed as a part thereof or incorporated therein by reference. In such examination, we have assumed, without independent investigation, the genuineness of all signatures and the authenticity of all documents submitted to us as copies. We have reviewed such questions of law as we have deemed necessary or appropriate for the purpose of the opinion rendered below. As to certain matters of fact (both expressed and implied), we have relied on representations, statements or certificates of officers of the Company.

Based upon, subject to and limited by the foregoing, it is our opinion that the 1,100,000 shares of Common Stock covered by the Registration Statement, when issued and delivered by the Company in accordance with the terms of (i) the Amended and Restated Certificate of Incorporation, (ii) the Plan and (iii) any respective award under the Plan, will be duly authorized, validly issued, fully paid and non-assessable.

Our opinion set forth herein is limited to the General Corporation Law of the State of Delaware and to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such law. We express no opinion and make no representation with respect to any other laws or the law of any other jurisdiction or the effect thereof.

Our opinion is expressly limited to the matters set forth above, is limited in all respects to laws and facts existing on the date hereof and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or any other document or agreement involved with the issuance of the 1,100,000 shares of Common Stock covered by the Registration Statement. We assume no obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinions expressed herein.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to any and all references to our firm in the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Jenner &amp; Block LLP

JENNER &amp; BLOCK LLP

CENTURY CITY CHICAGO LONDON LOS ANGELES NEW YORK SAN FRANCISCO WASHINGTON, DC [JENNER.COM](http://JENNER.COM)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated June 26, 2024 with respect to the consolidated financial statements of Anterix Inc. included in the Annual Report on Form 10-K for the year ended March 31, 2024, 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

New York, New York

August 15, 2024

**Form S-8**  
(Form Type)

**Anterix 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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	1,100,000 <sup>(2)</sup>	\$37.79 <sup>(3)</sup>	\$41,569,000	0.0001476	\$6,135.58
Total Offering Amounts					\$41,569,000		\$6,135.58
Total Fee Offsets							\$0
Net Fee Due							\$6,135.58

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional shares of Common Stock, par value \$0.0001 per share ("Common Stock"), of Anterix Inc. that may from time to time be offered or issued under the Anterix Inc. 2023 Stock Plan (as amended, the "Plan") to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) This Registration Statement covers the registration of 1,100,000 shares of Common Stock in addition to shares previously registered under Registration Statements Nos. 333-273981, 333-201699, 333-209543, 333-215934, 333-222890, 333-229565, 333-236251, and 333-257115 on Form S-8. See Explanatory Note.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of Common Stock as reported on the Nasdaq on August 12, 2024.