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

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

BARRETT BUSINESS SERVICES, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State of Incorporation)

52-0812977
(IRS Employer Identification No.)

8100 NE Parkway Drive
Vancouver, Washington
(Address of principal executive offices)

98662
(Zip Code)

BARRETT BUSINESS SERVICES, INC. SECOND AMENDED AND RESTATED 2020 STOCK INCENTIVE PLAN
(Full title of the plan)

Gary E. Kramer
Chief Executive Officer
Barrett Business Services, Inc.
8100 NE Parkway Drive
Vancouver, Washington 98662
Telephone (360) 828-0700
(Name, address, and telephone number 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
Non-accelerated filer

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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Barrett Business Services, Inc. (the “Registrant”), is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”), to register an additional 1,200,000 shares of Common Stock, par value \$0.01 per share (the “Common Stock”) issuable under the Registrant’s Second Amended and Restated 2020 Stock Incentive Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the SEC on June 26, 2020 ([File No. 333-239460](#)), relating to 1,500,000 shares of Common Stock, and on June 27, 2023 ([File No. 333-272945](#)), relating to 1,400,000 shares of Common Stock, to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein. All share numbers have been adjusted for the four-for-one stock split of the Common Stock on June 4, 2024.

The information specified in the instructional note to Part I of Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K for the year ended December 31, 2025](#).
- (b) The Registrant’s Quarterly Report on [Form 10-Q for the quarter ended March 31, 2026](#), the Registrant’s Current Report on Form 8-K filed on [March 31, 2026](#) and the Registrant’s Current Report on Form 8-K filed on [June 3, 2026](#).
- (c) The description of the Registrant’s Common Stock contained in [Exhibit 4.6](#) to the registrant’s Annual Report on Form 10-K for the year ended December 31, 2024.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates 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 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.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<u>Charter of the registrant, as amended. Incorporated by reference to Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024.</u>
4.2	<u>Bylaws of the registrant, as amended through May 27, 2020. Incorporated by reference to Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020.</u>
5.1	<u>Opinion of Miller Nash LLP as to the legality of the securities being registered.</u>
23.1	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Miller Nash LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of attorney of certain officers and directors.</u>
99.1	<u>Second Amended and Restated 2020 Stock Incentive Plan. Incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed on June 3, 2026.</u>
107	<u>Filing Fee Table.</u>

SIGNATURES

The Registrant.

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 Vancouver, state of Washington, on the 12th day of June, 2026.

BARRETT BUSINESS SERVICES, INC.

*By: /s/ Gary E. Kramer
Gary E. Kramer
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of the 12th day of June, 2026.

<u>Signature</u>	<u>Title</u>
(1) Principal Executive Officer and Director:	
<u>/s/ Gary E. Kramer</u> Gary E. Kramer	President and Chief Executive Officer and Director
(2) Principal Financial and Accounting Officer:	
<u>/s/ Anthony J. Harris</u> Anthony J. Harris	Executive Vice President and Chief Financial Officer
(3) A majority of the Board of Directors:	
*THOMAS J. CARLEY	Director
*JOSEPH S. CLABBY	Director
*THOMAS B. CUSICK	Director
*MARK S. FINN	Director
*ANTHONY MEEKER	Director
*CARLA A. MORADI	Director
*ALEXANDRA MOREHOUSE	Director
*VINCENT P. PRICE	Director
*By: <u>/s/ Gary E. Kramer</u> Gary E. Kramer Attorney-in-fact	



June 12, 2026

Barrett Business Services, Inc.
8100 NE Parkway Dr
Vancouver, WA 98662

Subject: Form S-8 Relating to Second Amended and Restated 2020 Stock Incentive Plan (the "Second Restated Plan")

Ladies and Gentlemen

Reference is made to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Barrett Business Services, Inc., a Maryland corporation (the "Company"), with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), an additional 1,200,000 shares of the Company's common stock, \$.01 par value (the "Registered Shares"), issuable under the Company's Second Restated Plan.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Second Restated Plan, (iii) the Company's Charter and Bylaws, each as currently in effect, and (iv) such corporate records, certificates of public officials, and other documents as we have deemed necessary or relevant as a basis for the opinion set forth herein. As to certain factual matters, we have relied on a certificate of an officer of the Company and have not independently verified such matters.

This opinion letter is based as to matters of law solely on the General Corporation Law of the State of Maryland, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that, following (a) effectiveness of the Registration Statement, (b) issuance of the Registered Shares in accordance with the terms of the Second Restated Plan and the instruments executed pursuant to the Second Restated Plan governing the awards to which the Registered Shares relate, and (c) receipt by the Company of the consideration for the Registered Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and in the Second Restated Plan or any such instruments, the Registered Shares will be validly issued, fully paid, and nonassessable.

1140 SW Washington St, Ste 700 | Portland, OR 97205

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Barrett Business Services, Inc.
June 12, 2026
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We consent to the use of this opinion and to the use of our name wherever it appears in the Registration Statement and in any amendments thereof. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion is provided as of the date hereof, and we disclaim any obligation to advise you of facts, circumstances, or developments which hereafter may be brought to our attention and which may alter or affect our opinion. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Registered Shares, or the Second Restated Plan.

Very truly yours,

A handwritten signature in blue ink that reads "Miller Nash LLP".

MILLER NASH LLP

A horizontal bar consisting of a dark red segment on the left and a teal segment on the right containing the text "MILLERNASH.COM".

MILLERNASH.COM



Deloitte & Touche LLP
1125 Northwest Couch Street
Suite 600
Portland, OR 97209-4156
USA

Tel:+1 503 222 1341
Fax:+1 503 224 2172
www.deloitte.com

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 February 25, 2026, relating to the financial statements of Barrett Business Services, Inc. and the effectiveness of Barrett Business Services, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Barrett Business Services, Inc. for the year ended December 31, 2025.

Deloitte + Touche LLP

Portland, Oregon
June 12, 2026

POWER OF ATTORNEY

Each person whose signature appears below designates and appoints GARY E. KRAMER and ANTHONY J. HARRIS, and either of them, true and lawful attorneys-in-fact and agents, to sign a registration statement on Form S-8 to be filed by Barrett Business Services, Inc., a Maryland corporation, with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering an additional 1,200,000 shares of common stock, \$.01 par value per share, of Barrett Business Services, Inc., to be issued pursuant to the Barrett Business Services, Inc., Second Amended and Restated 2020 Stock Incentive Plan, together with any and all amendments (including post-effective amendments) to the registration statement. Each person whose signature appears below also grants to these attorneys-in-fact and agents full power and authority to perform every act and execute any instruments that they deem necessary or desirable in connection with the preparation and filing of the registration statement, as fully as he or she could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done.

IN WITNESS WHEREOF, this power of attorney has been executed by each of the undersigned as of the 12th day of June, 2026.

Signature

Title

<u>/s/ Gary E. Kramer</u> Gary E. Kramer	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Anthony J. Harris</u> Anthony J. Harris	Executive Vice President-and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Thomas J. Carley</u> Thomas J. Carley	Director
<u>/s/ Joseph S. Clabby</u> Joseph S. Clabby	Director
<u>/s/ Thomas B. Cusick</u> Thomas B. Cusick	Director
<u>/s/ Mark S. Finn</u> Mark S. Finn	Director
<u>/s/ Anthony Meeker</u> Anthony Meeker	Director
<u>/s/ Carla A. Moradi</u> Carla A. Moradi	Director
<u>/s/ Alexandra Morehouse</u> Alexandra Morehouse	Director
<u>/s/ Vincent P. Price</u> Vincent P. Price	Director
