

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GLOBE LIFE INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

63-0780404

(I.R.S. Employer Identification No.)

7677 Henneman Way, McKinney, Texas 75070

(Address of Principal Executive Offices) (Zip Code)

Globe Life Inc. 2026 Incentive Plan

(Full title of the plan)

R. Brian Mitchell
EVP, General Counsel and Chief Risk Officer
7677 Henneman Way
McKinney, Texas 75070
(Name and address of agent for service)

Copy to:
Justin L. Jackson, Esq.
McAfee & Taft A Professional Corporation
Two Leadership Square, Eighth Floor
211 North Robinson
Oklahoma City, Oklahoma 73102

(972) 569-4000

(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 ☒

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. ☐

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information. (1)

Item 2. Registrant Information and Employee Plan Annual Information. (1)

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- (1) Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with the Note to Part I of the Form S-8 and has been or will be sent or given to participants in the Plan as specified in Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Securities and Exchange Commission are incorporated herein by reference:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as filed on February 25, 2026.
2. Current Report on Form 8-K as filed on February 27, 2026.
3. The description of the Registrant's common stock contained in the Form 10 registration statement filed under the Securities Exchange Act of 1934 (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.
4. All other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all shares of common stock covered by this registration statement have been sold or that deregisters all such shares remaining unsold.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or in any other subsequently filed document which also is or is deemed to be incorporated by reference to this registration statement modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 1 of Article Ninth of the Restated Certificate of Incorporation of the Registrant (the "Certificate of Incorporation") provides that neither a director nor an officer will be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director or an officer except for liability (a) for any breach of the director's or officer's duty of loyalty to the Registrant or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for a director under Section 174 of the Delaware General Corporation Law (the "Act"), (d) for any transaction from which a director or officer derived an improper personal benefit, or (e) for an officer, in any action by or in the right of the Registrant.

If the General Corporation Law of the State of Delaware is subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Section 2(a) of Article Ninth of the Certificate of Incorporation provides that each person who was or is made a party or is threatened to be made a party to, or is involved in, any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Registrant (or is or was serving at the request of the Registrant as a director, officer, employee or agent for another entity) while serving in such capacity will be indemnified and held harmless by the Registrant, to the full extent authorized by the Act, as in effect (or, to the extent indemnification is broadened, as it may be amended) against all expense, liability or loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2(b) of Article Ninth of the Certificate of Incorporation, the Registrant shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of Directors of the Registrant. With respect to derivative actions, indemnification only extends to expenses (including attorneys' fees) incurred in connection with defense or settlement of such an action, and the Act requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the Registrant. Rights conferred by Section 2(a) of Article Ninth of the Certificate of Incorporation are contract rights and include the right to be paid by the Registrant the expenses incurred in defending any proceeding specified above in advance of its final disposition; provided that, if the Act so requires, such payment will only be made upon delivery to the Registrant by the indemnified party of an undertaking to repay all amounts advanced if it is ultimately determined that the person receiving such payments is not entitled to be indemnified under such Section 2(a) of Article Ninth of the Certificate of Incorporation or otherwise. The Registrant may, by action of its Board of Directors, provide indemnification to its employees and agents with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2(b) of Article Ninth of the Certificate of Incorporation provides that persons indemnified under Section 2(a) of Article Ninth of the Certificate of Incorporation may bring suit against the Registrant to recover unpaid amounts claimed thereunder, and that if such suit is successful, the expense of bringing such suit will be reimbursed by the Registrant. While it is a defense to such a suit that the person claiming indemnification has not met the applicable standards of conduct making indemnification permissible under the Act, the burden of proving the defense is on the Registrant and neither the failure of the Registrant's Board of Directors, independent legal counsel or shareholders to have made a determination that indemnification is proper, nor an actual determination that the claimant has not met the applicable standard of conduct, is a defense to the action or creates a presumption that the claimant has not met the applicable standard of conduct.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in paragraphs 2(a) and 2(b) of Article Ninth of the Certificate of Incorporation is not exclusive of any other right which any person may have or acquire under any statute, provision of the Certificate of Incorporation or By-Laws, or otherwise. The Registrant may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Registrant or other entity against any expense, liability or loss, whether or not the Registrant would have the power to indemnify such persons against such expense, liability or loss under the Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Document
4.1	Restated Certificate of Incorporation of Globe Life Inc. (incorporated by reference from Exhibit 3.2 to Form 8-K dated August 8, 2019)
4.2	Certificate of Amendment of Certificate of Incorporation of Globe Life Inc. (incorporated by reference from Exhibit 3.1 to Form 8-K dated May 2, 2023)
4.3	Amended and Restated By-Laws of Globe Life Inc., as amended August 10, 2023 (incorporated by reference from Exhibit 3.1 to Form 8-K dated August 15, 2023)
5*	Opinion of McAfee & Taft A Professional Corporation
23.1*	Consent of McAfee & Taft A Professional Corporation (Included in Exhibit 5 to this registration statement)
23.2*	Consent of Deloitte & Touche LLP
24*	Power of Attorney (Included on the signature page to this registration statement).
107*	Calculation of Filing Fee Table

* Filed herewith

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the “Securities Act”);

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 McKinney, State of Texas, on May 1, 2026.

GLOBE LIFE INC.

By: /s/ J. Matthew Darden
J. Matthew Darden
Co-Chairman and Chief Executive Officer

By: /s/ Frank M. Svoboda
Frank M. Svoboda
Co-Chairman and Chief Executive Officer

By: /s/ Thomas P. Kalmbach
Thomas P. Kalmbach
Executive Vice President and Chief Financial Officer

By: /s/ M. Shane Henrie
M. Shane Henrie
Corporate Senior Vice President and Chief Accounting Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints R. Brian Mitchell, Thomas P. Kalmbach and Christopher T. Moore 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 to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto 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 any 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, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. Matthew Darden</u> J. Matthew Darden	Co-Chairman and Chief Executive Officer (Co-Principal Executive Officer) and Director	April 30, 2026
<u>/s/ Frank M. Svoboda</u> Frank M. Svoboda	Co-Chairman and Chief Executive Officer (Co-Principal Executive Officer) and Director	April 30, 2026

/s/ Matthew J. Adams Matthew J. Adams	Director	April 30, 2026
/s/ Cheryl D. Alston Cheryl D. Alston	Director	April 30, 2026
/s/ Mark A. Blinn Mark A. Blinn	Director	April 30, 2026
/s/ James P. Brannen James P. Brannen	Director	April 30, 2026
/s/ Alice S. Cho Alice S. Cho	Director	April 30, 2026
/s/ Philip M. Jacobs Philip M. Jacobs	Director	April 30, 2026
/s/ Derek T. Kan Derek T. Kan	Director	April 30, 2026
/s/ Sandra L. Phillips Sandra L. Phillips	Director	April 30, 2026
/s/ David A. Rodriguez David A. Rodriguez	Director	April 30, 2026
/s/ Mary E. Thigpen Mary E. Thigpen	Director	April 30, 2026

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Globe Life Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Type	Fee Calculation Rule ⁽²⁾	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$1.00 par value	Other	5,100,000	\$152.81	\$779,331,000	\$0.00013810	\$107,625.61
Total Offering Amounts					\$779,331,000		\$107,625.61
Total Fee Offsets							\$14,235.87
Net Fees Due							\$93,389.74

(1) Amount to be registered consists of 5,100,000 shares of Registrant's Common Stock, \$1.00 par value per share, to be issued pursuant to the grant or exercise of awards to participants under the Globe Life Inc. 2026 Incentive Compensation Plan (the "2026 Plan"). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also includes an indeterminable number of additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the 2026 Plan.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on April 29, 2026.

Table 2: Fee Offset Claims and Sources

	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 Offset Source
Rule 457(p)											
Fee Offset Claims ⁽¹⁾	Globe Life Inc.	S-8	333-273422	July 25, 2023		\$14,235.87	Equity	Common Stock, \$1.00 par value per share	1,151,561	\$129,182,112.98	
Fee Offset Sources ⁽¹⁾	Globe Life Inc.	S-8	333-273422		July 25, 2023						\$40,795.38

(1) The Registrant has terminated any offering that included the unsold securities under the Registration Statement on Form S-8, initially filed on July 25, 2023 (Registration No. 333-273422) (the “Prior Registration Statement”). In connection with the Prior Registration Statement, the Registrant registered \$370,194,000 in securities and paid a registration fee of \$40,795.38. Pursuant to Rule 457(p) under the Securities Act of 1933, as amended, the Registrant is offsetting the registration fee due under this Registration Statement by \$14,235.87, which represents the portion of the registration fee previously paid with respect to \$129,182,112.98 of unsold securities previously registered on the Prior Registration Statement.



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May 1, 2026

Globe Life Inc.
7677 Henneman Way
McKinney, Texas 75070

Re: Globe Life Inc. 2026 Incentive Plan (the “Plan”)

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by Globe Life Inc., a Delaware Corporation (the “Company”), on May 1, 2026, with the Securities and Exchange Commission in connection with the proposed issuance of up to 5,100,000 shares of the Company’s common stock, par value \$1.00 per share (the “Common Stock”), pursuant to the terms of the Plan.

We have also examined the Company’s Certificate of Incorporation, By-laws, the Plan, resolutions of the Board of Directors of the Company and such other Company records, instruments, certificates and documents as we considered necessary or appropriate to enable us to express this opinion.

Based upon the foregoing, we are of the opinion that the Common Stock has been duly authorized for issuance and, when issued and delivered in accordance with the Plan, will constitute validly issued, fully paid and nonassessable shares of the Company.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ McAfee & Taft A Professional Corporation

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 Globe Life Inc. and the effectiveness of Globe Life Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Globe Life Inc. for the year ended December 31, 2025.

/s/ DELOITTE & TOUCHE LLP

Dallas, Texas

May 1, 2026