

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

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

AMAZE HOLDINGS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

87-3905007
(I.R.S. Employer
Identification Number)

2901 West Coast Highway, Suite 200
Newport Beach, CA 92663
(800) 734-1563

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

2021 Equity Incentive Plan
(Full Title of Plan)

Aaron Day
Chief Executive Officer
Amaze Holdings, Inc.
2901 West Coast Highway, Suite 200
Newport Beach, CA 92663
(800) 734-1563

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
William M. Mower, Esq.
Maslon LLP
225 South 6th Street, Suite 2900
Minneapolis, MN 55402

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 ☒
Emerging growth company ☒

Accelerated filer ☐
Smaller reporting 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 is being filed for the purpose of registering an additional 826,087 shares of common stock, par value \$0.001 per share (the “Common Stock”), of Amaze Holdings, Inc., a Nevada corporation (the “Company”), issuable under the 2021 Equity Incentive Plan (as amended and restated, the “2021 Plan”), following stockholder approval of an amendment and restatement of the Plan at the Company’s 2025 annual meeting of stockholders held on June 12, 2025. The Company’s registration statement on Form S-8 (File No. 333-262906), as filed with the SEC on February 22, 2022 (the “Prior Form S-8”), relating to the Plan is currently effective and, in accordance with General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

Unless otherwise indicated, all share numbers herein, including the Common Stock registered hereunder and registered under the prior registration statement, give effect to the Company’s 1-for-23 reverse stock split that became effective on June 12, 2025.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Description
<u>4.1</u>	<u>Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on December 20, 2021).</u>
<u>4.2</u>	<u>Certificate of Amendment to Articles of Incorporation of Amaze Holdings, Inc. filed June 12, 2025 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on June 13, 2025).</u>
<u>4.3</u>	<u>Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed on March 13, 2025).</u>
<u>5.1*</u>	<u>Opinion of Maslon LLP.</u>
<u>10.1</u>	<u>Amended and Restated 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on June 13, 2025).</u>
<u>23.1*</u>	<u>Consent of Wipfli LLP.</u>
<u>23.2*</u>	<u>Consent of Bush & Associates CPA LLC.</u>
<u>23.3*</u>	<u>Consent of Maslon LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	Power of Attorney (included on signature page herein).
<u>107*</u>	<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 of 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 Newport Beach, California, on June 13, 2025.

AMAZE HOLDINGS, INC.

/s/ Aaron Day

Aaron Day
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Aaron Day, as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, 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 in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Aaron Day</u> Aaron Day	Chief Executive Officer and Director (Principal Executive Officer)	June 13, 2025
<u>/s/ Keith Johnson</u> Keith Johnson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 13, 2025
<u>/s/ Peter Deutschman</u> Peter Deutschman	Director	June 13, 2025
<u>/s/ Eric Doan</u> Eric Doan	Director	June 13, 2025
<u>/s/ Amrapali Gan</u> Amrapali Gan	Director	June 13, 2025
<u>/s/ Sandie Hawkins</u> Sandie Hawkins	Director	June 13, 2025
<u>/s/ Michael Pruitt</u> Michael Pruitt	Director	June 13, 2025
<u>/s/ David Yacullo</u> David Yacullo	Director	June 13, 2025



June 13, 2025

Amaze Holdings, Inc.
2901 West Coast Highway, Suite 200
Newport Beach, CA 92663

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Amaze Holdings, Inc., a Nevada corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance by the Company of up to an aggregate of 826,087 shares (the “**Shares**”) of the Company’s common stock, par value \$0.001 per share, under the terms of the Company’s Amended and Restated 2021 Equity Incentive Plan (the “**Plan**”).

Upon examination of such corporate documents and records as we have deemed necessary or advisable for the purposes hereof, we are of the opinion that the Shares have been duly authorized and, when issued by the Company in accordance with the terms of the Plan and in the manner set forth in the Plan, will be validly issued, fully paid and non-assessable.

We are members of the bar of the State of Minnesota and express no opinion as to the laws of any state or jurisdiction other than the Chapter 78 of the Nevada Revised Statutes. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ MASLON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement on Form S-8 of Amaze Holdings, Inc. and Subsidiaries of our report dated March 31, 2025, relating to the consolidated financial statements of Amaze Holdings, Inc. and Subsidiaries (the "Company") as of and for the years ended December 31, 2024 and 2023. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

We also consent to the reference to our firm under the heading "Experts" in this Registration Statement.

/s/ Wipfli LLP

Minneapolis, Minnesota
June 13, 2025



Bush & Associates CPA

To Whom It May Concern:

We consent to the incorporation by reference in this Registration Statement of Amaze Holdings, Inc. (formerly known as Fresh Vine Wine, Inc.) on Form S-8 of our report dated May 19, 2025, relating to the consolidated financial statements of Amaze Software, Inc. appearing in the Current Report on Form 8-K/A of Amaze Holdings, Inc.

We also consent to the references to us under the headings “Experts” in such Registration Statement.

Very truly yours,

/s/ Bush & Associates CPA LLC

Bush & Associates CPA LLC (PCAOB 6797)
Henderson, Nevada
June 13, 2025

179 N. Gibson Rd., Henderson, NV 89014 | 702.703.5979 | www.bushandassociatescpas.com

Calculation of Filing Fee Table

FORM S-8

(Form Type)

Amaze Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price (1)	Fee Rate	Amount of Registration Fee
2021 Equity Incentive Plan	Equity	Common Stock, \$0.001 par value per share	457(c) and 457(h)	826,087	\$7.62 ⁽²⁾	\$6,294,783	0.0001531	\$963.73
Total Offering Amount						\$6,294,783		\$963.73
Total Fees Previously Paid								—
Total Fee Offsets								—
Net Fee Due								\$963.73

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover an indeterminate number of shares of Common Stock that may be issued and resold resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based on the average of the high and low prices of the shares of Common Stock on June 13, 2025.