As filed with the Securities and Exchange Commission on June 29, 2026

Registration No. 333-

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

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

RENX ENTERPRISES CORP.
(Exact name of registrant as specified in its charter)

Delaware	**87-1375590**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification Number)*

100 Biscayne Blvd, #1201
Miami, Florida 33132
(786) 808-5776
(Address, including ZIP code, and telephone number, including area code, of registrant's principal executive office)

2023 INCENTIVE COMPENSATION PLAN
(Full title of the Plan)

David Villarreal
President and Chief Executive Officer
RenX Enterprises Corp.
100 Biscayne Blvd, #1201
Miami, Florida 33132
(904) 496-0027
(Name, address of and telephone number, including area code, of agent for service)

Copies to:
Leslie Marlow, Esq.
Melissa Palat Murawsky, Esq.
Hank Gracin, Esq.
Blank Rome LLP
1271 Avenue of the Americas
New York, New York 10020
Telephone: (212) 885-5000
Facsimile: (212) 885-5001
(Name, address and telephone number)

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 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

RenX Enterprises Corp. (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”) to register an additional 486,682 shares of the Registrant’s common stock, par value $0.001 per share (the “Common Stock”), issuable upon the grant, exercise or vesting of awards pursuant to the Registrant’s 2023 Incentive Compensation Plan (the “Plan”) resulting from (i) an amendment to the Plan to increase the number of shares of Common Stock available for awards under the Plan by 60,000 shares, which was approved by the Registrant’s stockholders at the Registrant’s 2025 annual meeting of stockholders held on September 29, 2025; (ii) increases pursuant to an “evergreen” provision in the Plan of 3,339 shares of Common Stock as of January 1, 2025 and 42,204 shares of Common Stock as of January 1, 2026, and (iii) an amendment to the Plan to increase the number of shares of Common Stock available for awards under the Plan by 381,139 shares, which was approved by the Registrant’s stockholders at the Registrant’s 2026 annual meeting of stockholders held on June 12, 2026. These shares of Common Stock are in addition to and of the same class as the Common Stock for which the Registrant previously filed with the SEC: a Registration Statement on Form S-8 on October 23, 2023, as amended by Post-Effective Amendment No. 1 to Form S-8 on April 17, 2024 (File No. 333-275143), and a Registration Statement on Form S-8 on April 9, 2024 (333-278563) (collectively, the “Prior Registration Statements”). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated by reference into this Registration Statement.

On March 26, 2026, the Company effected a 1-for-20 reverse stock split of its then-outstanding shares of Common Stock (the “March Reverse Stock Split”). Except as specifically provided, all share amounts from prior to the effective date of the March Reverse Stock Split presented herein, have been retroactively adjusted to give effect to the March Reverse Stock Split.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit	Description
4.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on September 19, 2023 (File No. 001-41581)).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 8, 2024 (File No. 001-41581))
4.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 14, 2024 (File No. 001-41581))
4.4	Certificate of Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on October 22, 2025, File No. 001-41581)
4.5	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 22, 2025 (File No. 001-41581))
4.6	Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 22, 2025 (File No. 001-41581))
4.7	Certificate of Designation of Series A Convertible Preferred Stock (incorporated by reference to Exhibit 4.1 to Form 8-K filed by the Registrant with the Securities and Exchange Commission on June 4, 2025 (File No. 001-41581))
4.8	Certificate of Designation of Series B Non-Voting Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on October 22, 2025, File No. 001-41581)
4.9	Certificate of Designation of Series C Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on June 15, 2026, File No. 001-41581)
5.1*	Opinion of Blank Rome LLP
23.1*	Consent of Independent Registered Public Accounting Firm, M&K CPAS PLLC
23.2*	Consent of Independent Auditors for Resource Group US Holdings LLC, M&K CPAS PLLC
23.3*	Consent of Blank Rome LLP (contained in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page to the Form S-8)
99.1	2023 Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.5 to the Amendment No. 2 to Form 10 Registration Statement as filed by the Registrant with the Commission on May 1, 2023)
99.2	Amendment to the 2023 Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to Form 8-K filed by the Registrant with the Securities and Exchange Commission on September 30, 2025 (File No. 001-41581))
99.3	Amendment No. 2 to the 2023 Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to Form 8-K filed by the Registrant with the Securities and Exchange Commission on June 15, 2026 (File No. 001-41581))
107*	Filing Fee Table

* 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 Miami, Florida, on the 29th day of June, 2026.

RENX ENTERPRISES CORP.

By:	/s/ David Villarreal
Name:	David Villarreal
Title:	President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrant, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission under the provisions of the Securities Act of 1933, as amended, hereby constitute and appoint David Villarreal and Nicolai Brune, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments or supplements to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, 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 he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their 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 date indicated.

Person	Capacity	Date
/s/ David Villarreal David Villarreal	Chief Executive Officer and Director (Principal Executive Officer)	June 29, 2026
/s/ Nicolai Brune Nicolai Brune	Chief Financial Officer (Principal Financial and Accounting Officer)	June 29, 2026
/s/ Peter G. DeMaria Peter G. DeMaria	Director	June 29, 2026
/s/ John Scott Magrane, Jr. John Scott Magrane, Jr.	Director	June 29, 2026
/s/ Christopher Melton Christopher Melton	Director	June 29, 2026
/s/ Jeffrey Tweedy Jeffrey Tweedy	Director	June 29, 2026
/s/ Bjarne Borg Bjarne Borg	Director	June 29, 2026
/s/ James D. Burnham James D. Burnham	Director	June 29, 2026
/s/ Anthony M. Cialone Anthony M. Cialone	Director	June 29, 2026

Exhibit 5.1

BLANKROME

One Logan Square
130 North 18th Street | Philadelphia, PA 19103-6998
blankrome.com

June 29, 2026

RenX Enterprises Corp.
100 Biscayne Blvd, #1201
Miami, Florida 33132

Re: RenX Enterprises Corp.—Registration Statement on Form S-8

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "***Registration Statement***") filed on the date hereof by RenX Enterprises Corp., a Delaware corporation (the "***Company***"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "***Securities Ac***t"), with respect to the registration of up to an aggregate of 486,682 shares (the "***Shares***") of the Company's common stock, par value $0.001 per share (the "***Common Stock***"), that may be issued pursuant to the Company's 2023 Incentive Compensation Plan, as amended (the "***Plan***").

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed relevant or appropriate for purposes of this opinion letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies. We have also assumed that all of the shares eligible for issuance under the Plan following the date hereof will be issued for not less than par value.

Based upon and subject to the foregoing, we are of the opinion that the 486,682 Shares which are being offered by the Company pursuant to the Plan and the Registration Statement, when sold in the manner and for the consideration contemplated by the Plan and the Registration Statement, will be validly issued, fully paid and non-assessable. The opinions in this opinion letter are qualified in their entirety and subject to the following:

1. We express no opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.

2. This opinion is given as of the date hereof and is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. We assume herein no obligation, and hereby disclaim any obligation, to make any inquiry after the date hereof or to advise you of any future changes in the foregoing or of any facts or circumstances that may hereafter come to our attention.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations promulgated thereunder.

Very truly yours,

/s/ BLANK ROME
BLANK ROME LLP

Exhibit 23.1

M&K CPAS PLLC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation in this Registration Statement on Form S-8 of our report dated March 31, 2026, relating to the audit of the financial statements of RenX Enterprises Corp. (f/k/a Safe and Green Development Corporation) as of December 31, 2025 and December 31, 2024 and for the annual periods then ended, in the Annual Report filed by RenX Enterprises Corp. (f/k/a Safe and Green Development Corporation) on Form 10-K for the year ended December 31, 2025.

/s/ M&K CPAS, PLLC
www.mkacpas.com
The Woodlands, Texas

June 29, 2026

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation in this Registration Statement on Form S-8 of RenX Enterprises Corp. (f/k/a Safe and Green Development Corporation) of our report dated August 12, 2025, relating to the audit of the financial statements of Resource Group US Holdings LLC as of December 31, 2024 and 2023, and for the two-year period ended December 31, 2024, which appeared in RenX Enterprises Corp.'s Current Report on Form 8-K filed on August 12, 2025.

/s/ M&K CPAS, PLLC
www.mkacpas.com
The Woodlands, Texas

June 29, 2026

CALCULATION OF FILING FEE TABLES

S-8

RenX Enterprises Corp.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, $0.001 par value per share	(1)	Other	486,682	$ 1.69	$ 822,492.58	0.0001381	$ 113.59
					Total Offering Amounts:	$ 822,492.58		113.59
					Total Fee Offsets:			0.00
					Net Fee Due:			$ 113.59

Offering Note(s)

(1) The securities to be registered include options and other rights to acquire shares of common stock, par value $0.001 per share (the "Common Stock"), of RenX Enterprises Corp. (the "Registrant") issuable pursuant to the Registrant's 2023 Incentive Compensation Plan, as amended (the "Plan"). Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of Common Stock which become issuable by reason of any share dividend, share split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of Common Stock outstanding. Calculated pursuant to Rule 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The maximum offering price per share is based on the average of the high and low prices of the common stock as reported on the Nasdaq Capital Market on June 23, 2026. The Registrant does not have any fee offsets to claim.