

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

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

**GLOBAL MEDICAL REIT INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**7373 Wisconsin Avenue, Suite 800**  
**Bethesda, Maryland**  
(Address of Principal Executive Offices)

**46-4757266**  
(I.R.S. Employer  
Identification No.)

**20814**  
(Zip Code)

**Global Medical REIT Inc. 2016 Equity Incentive Plan**  
(Full title of the plan)

**Jeffrey M. Busch**  
**7373 Wisconsin Avenue, Suite 800**  
**Bethesda, Maryland 20814**  
(Name and address of agent for service)

**(202) 524-6851**  
(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, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Large accelerated filer	<input checked="" type="checkbox"/>		<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
		Smaller reporting company	<input 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 of 1933, as amended (the “Securities Act”).

**INTRODUCTORY STATEMENT**

Global Medical REIT Inc., a Maryland corporation (the “Registrant”), is filing this Registration Statement on Form S-8 (the “Registration Statement”) for the purpose of registering the offer and sale of an additional 1,650,000 shares of its common stock, par value \$0.001 per share (“Stock”), issuable pursuant to the terms of the Global Medical REIT Inc. 2016 Equity Incentive Plan, as amended from time to time (the “Plan”).

Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the prior registration statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on (i) June 30, 2016 (File No. [333-212343](#)) relating to the Plan, (ii) June 21, 2019 (File No. [333-232279](#)) relating to an amendment to the Plan, and (iii) March 2, 2022 (File No. [333-263219](#)) relating to an amendment to the Plan (collectively, the “Prior Registration Statements”), including periodic reports that the Registrant filed after the Prior Registration Statements to maintain current information about the Registrant except to the extent otherwise updated or modified by this Registration Statement. The additional shares of Stock that are the subject of this Registration Statement were authorized pursuant to an amendment to the Plan that was approved by the Registrant’s stockholders on May 15, 2024, which Stock consists of shares reserved and available for delivery with respect to awards under the Plan and additional shares that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

In accordance with the instructional note to Part I of Form S-8, as promulgated by the SEC, the information specified by Part I of Form S-8 has been omitted from this Registration Statement. The documents containing the information specified in Part I will be delivered to the participants in the Plan covered by this Registration Statement as required by Rule 428(b)(1) under the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

Exhibit Number	Description
<a href="#">4.1</a>	<a href="#">Articles of Restatement of Global Medical REIT Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Report on Form 10-Q as filed with the SEC on August 8, 2018).</a>
<a href="#">4.2</a>	<a href="#">Fourth Amended and Restated Bylaws of Global Medical REIT Inc., adopted as of December 7, 2022 (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K as filed with the SEC on December 7, 2022).</a>
<a href="#">4.3</a>	<a href="#">Global Medical REIT Inc. 2016 Equity Incentive Plan (as amended through May 15, 2024) (incorporated herein by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A as filed with the SEC on April 1, 2024).</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Venable LLP as to the legality of the securities being registered.</a>
<a href="#">23.1*</a>	<a href="#">Consent of Deloitte &amp; Touche, LLP.</a>
<a href="#">23.2*</a>	<a href="#">Consent of Venable LLP (contained in Exhibit 5.1 hereto).</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (included as part of the signature pages to this Registration Statement).</a>
<a href="#">107.1*</a>	<a href="#">Calculation of Filing Fee Tables</a>

\* Filed herewith.

#### SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Bethesda, State of Maryland, on August 12, 2024.

#### GLOBAL MEDICAL REIT INC.

By: /s/ Jeffrey M. Busch

Name: Jeffrey M. Busch

Title: Chief Executive Officer (Principal Executive Officer)

#### POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, pursuant to the requirements of the Securities Act, that each person whose signature appears below authorizes and appoints Jeffrey M. Busch 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) to this Registration Statement and any additional registration statement pursuant to Rule 462(b) under the Securities Act, 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 and 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 such person's or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Signature	Title
<u>/s/ Jeffrey M. Busch</u> Jeffrey M. Busch	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Robert J. Kiernan</u> Robert J. Kiernan	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Henry Cole</u> Henry Cole	Director
<u>/s/ Paula Crowley</u> Paula Crowley	Director
<u>/s/ Matthew Cypher</u> Matthew Cypher	Director
<u>/s/ Zhang Huiqi</u> Zhang Huiqi	Director
<u>/s/ Ronald Marston</u> Ronald Marston	Director
<u>/s/ Lori Wittman</u> Lori Wittman	Director



750 E. PRATT STREET SUITE 900 BALTIMORE, MD 21202  
 T 410.244.7400 F 410.244.7742 www.Venable.com

August 12, 2024

Global Medical REIT Inc.  
 7373 Wisconsin Avenue  
 Suite 800  
 Bethesda, MD 20814

Re: Global Medical REIT Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to Global Medical REIT Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the registration by the Company of 1,650,000 shares (the "Shares") of common stock, par value \$0.001 per share (the "Common Stock"), of the Company, covered by the above-referenced Registration Statement, and all amendments and supplements thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "1933 Act"). The Shares will be issued pursuant to the Company's 2016 Equity Incentive Plan, as amended from time to time (the "Plan").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement in the form in which it was transmitted to the Commission under the 1933 Act;
2. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Fourth Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company (the "Board") relating to, among other matters, the Plan and the issuance of the Shares, certified as of the date hereof by an officer of the Company;
6. The Plan, certified as of the date hereof by an officer of the Company;



Global Medical REIT Inc.  
 August 12, 2024  
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7. A certificate executed by an officer of the Company, dated as of the date hereof; and
8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
5. The Shares will not be issued in violation of the restrictions on transfer and ownership contained in Article VII of the Charter.
6. Upon issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter or the Plan.
7. Each option, award, right or other security exercisable or exchangeable for a Share pursuant to the Plan (each, an "Award") will be duly authorized and



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Global Medical REIT Inc.

August 12, 2024

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8. Upon the granting of any Award, the total number of Shares issuable under all then-outstanding Awards will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Plan (including, without limitation, if any previously issued Award has expired, was forfeited or was terminated without having been exercised or was paid in cash without a requirement for the delivery of Shares, the "Reallocation of Shares" provisions of the Plan).

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The Shares have been duly authorized and, when issued and delivered by the Company pursuant to the Registration Statement, the Plan, any applicable Award and the Resolutions, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning United States federal law or the laws of any other jurisdiction. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by any jurisdiction other than the State of Maryland, we do not express any opinion on such matter.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

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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 28, 2024 relating to the financial statements of Global Medical REIT Inc. and the effectiveness of Global Medical REIT Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Global Medical REIT Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

McLean, Virginia

August 12, 2024

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# Calculation of Filing Fee Tables

## S-8

### Global Medical REIT Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, par value \$0.001 per share	Other	1,650,000	\$ 9.15	\$ 15,097,500.00	0.0001476	\$ 2,228.39
Total Offering Amounts:					\$ 15,097,500.00		\$ 2,228.39
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 2,228.39

#### Offering Note

1

(1) The Form S-8 registration statement to which this Exhibit 107.1 is attached (the "Registration Statement") registers 1,650,000 shares of common stock of Global Medical REIT Inc., \$0.001 par value per share (the "Common Stock"), of Global Medical REIT Inc., a Maryland corporation, that may be delivered with respect to awards under the Global Medical REIT Inc. 2016 Equity Incentive Plan (as amended from time to time, the "Plan"), which shares consist of shares of Common Stock reserved and available for delivery with respect to awards under the Plan and additional shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the reallocation provisions of the Plan. (2) Pursuant to Rule 416(a) under the Securities Act, the Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends, or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan. (3) The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Stock covered by this Registration Statement have been estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of a share of Common Stock as reported on the New York Stock Exchange on August 7, 2024, which was equal to \$9.15.

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