

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

Post-Effective
Amendment No. 2
To
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

AIRSPAN NETWORKS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**777 Yamato Road, Suite 310
Boca Raton, Florida**

(Address of Principal Executive Offices)

85-2642786

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

33431

(Zip Code)

**Airspan Networks Inc. 2009 Omnibus Equity Compensation Plan
Airspan Networks Holdings Inc. 2021 Incentive Plan**
(Full title of the plans)

**David Brant
Chief Financial Officer
777 Yamato Road, Suite 310
Boca Raton, Florida 33431**

(Name and address of agent for service)

(561) 893-8670

(Telephone number, including area code, of agent for service)

Copies to:

**Christopher L. Doerksen
Dorsey & Whitney LLP
701 Fifth Avenue, Suite 6100
Seattle, WA 98104
(206) 903-8800**

**Christopher J. Riley
General Counsel
Airspan Networks Holdings Inc.
777 Yamato Road, Suite 310
Boca Raton, Florida 33431
(561) 893-8670**

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.

EXPLANATORY NOTE

The registrant is filing this Post-Effective Amendment No. 2 to Form S-8 Registration Statement (the "Amendment") in order to deregister any and all securities originally registered by the registrant, and which remain unsold as of the date hereof, pursuant to the Registration Statement on Form S-8 (No. 333-256137), filed with the Securities and Exchange Commission on October 18, 2021 (the "Registration Statement").

The registrant hereby removes from registration, by means of this Amendment, any and all of the securities registered but unsold under the Registration Statement.

SIGNATURES

The Registrant, Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a post-effective amendment to Form S-8 and has duly caused this amendment to its registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas on this 29th day of May, 2024.

AIRSPAN NETWORKS HOLDINGS INC.

By: /s/ Glenn Laxdal
Name: Glenn Laxdal
Title: Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Glenn Laxdal</u> Glenn Laxdal	Chief Executive Officer, President, and Director (Principal Executive Officer)	May 29, 2024
<u>/s/ David Brant</u> David Brant	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 29, 2024
<u>/s/ Thomas S. Huseby</u> Thomas S. Huseby	Director and Chairman of the Board	May 29, 2024
<u>/s/ Michael T. Flynn</u> Michael T. Flynn	Director	May 29, 2024
<u>/s/ Marc Heimowitz</u> Marc Heimowitz	Director	May 29, 2024
<u>/s/ Scot B. Jarvis</u> Scot B. Jarvis	Director	May 29, 2024
