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

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

BKV CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-0886382
(I.R.S. Employer
Identification No.)

1200 17th Street, Suite 2100
Denver, Colorado 80202
(Address of Principal Executive Offices) (Zip Code)

BKV CORPORATION 2024 EQUITY AND INCENTIVE COMPENSATION PLAN
(as amended and restated as of March 5, 2026)
(Full title of the plan)

Christopher P. Kalnin
Chief Executive Officer
BKV Corporation
1200 17th Street, Suite 2100
Denver, Colorado 80202
(Name and address of agent for service)

(720) 375-9680
(Telephone number, including area code, of agent for service)

With a copy to:
Samantha H. Crispin
Baker Botts L.L.P.
2001 Ross Avenue, Suite 900
Dallas, Texas 75201
(214) 953-6500

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) of BKV Corporation (“BKV” or the “registrant”) relates to 2,500,000 additional shares of the registrant’s common stock, par value \$0.01 per share (“Common Stock”), issuable in respect of awards granted under the BKV Corporation 2024 Equity and Incentive Compensation Plan, as amended and restated as of March 5, 2026 (as amended from time to time, the “A&R 2024 Plan” or “Plan”), which include shares of Common Stock that may again become available for delivery with respect to awards under the A&R 2024 Plan pursuant to the share counting, share recycling and other terms and conditions of the A&R 2024 Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover such indeterminate number of additional shares of Common Stock as may become issuable under the Plan as a result of stock splits, stock dividends or similar transactions pursuant to the adjustment or antidilution provisions thereof.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The registrant will send or give to all participants in the Plan the document(s) containing information required by Part I of Form S-8, as specified in Rule 428(b) (1) promulgated by the Securities and Exchange Commission (the “Commission”) under the Securities Act. The registrant has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The registrant shall maintain a file of such documents in accordance with the provisions of Rule 428(a)(2) under the Securities Act. Upon request, the registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents filed with the Commission are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (a) the registrant’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2025](#), filed with the Commission on March 6, 2026;
- (b) the registrant’s Current Reports on Form 8-K filed with the Commission on [January 22, 2026](#), [January 29, 2026](#), [January 30, 2026](#), [February 20, 2026](#), and [February 25, 2026](#) (other than documents or portions of documents deemed to be furnished and not filed); and
- (c) the description of the Common Stock included in [Exhibit 4.1](#) to the registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on March 6, 2026.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall 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.

The Second Amended and Restated Certificate of Incorporation of BKV Corporation (the “Certificate of Incorporation”) provides that directors and officers will not be liable to BKV or its stockholders for monetary damages to the fullest extent permitted by the Delaware General Corporation Law (the “DGCL”). In addition, if the DGCL is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of a director or officer of BKV, in addition to the limitation on personal liability provided for in the Certificate of Incorporation, will be limited to the fullest extent permitted by the amended DGCL. The Amended and Restated Bylaws of BKV Corporation (the “Bylaws”) provide that BKV will indemnify, and advance expenses to, any officer or director to the fullest extent authorized by the DGCL.

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement in connection with specified actions, suits and proceedings whether civil, criminal, administrative, or investigative, other than a derivative action by or in the right of the corporation, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification extends only to expenses, including attorneys’ fees, incurred in connection with the defense or settlement of such action and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation’s certificate of incorporation, bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

The Certificate of Incorporation also contains indemnification rights for BKV’s directors and officers. Specifically, the Certificate of Incorporation provides that BKV shall defend, indemnify and advance expenses to its officers and directors to the fullest extent authorized by the DGCL. Further, BKV may maintain insurance on behalf of its officers and directors against expense, liability or loss asserted incurred by them in their capacities as officers and directors.

In addition, BKV has entered into indemnification agreements with its current directors and officers containing provisions that are in some respects broader than the specific indemnification provisions contained in the DGCL. The indemnification agreements require BKV, among other things, to indemnify its directors and officers against certain liabilities that may arise by reason of their status or service as directors or officers and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. BKV also intends to enter into indemnification agreements with its future directors and officers.

BKV intends to maintain liability insurance policies that indemnify its directors and officers against various liabilities, including certain liabilities arising under the Securities Act or the Exchange Act that may be incurred by them in their capacity as such.

The underwriting agreement entered into in connection with the initial public offering of BKV’s Common Stock provides for indemnification of BKV’s directors and officers by the underwriters against certain liabilities arising under the Securities Act or otherwise in connection with such offering.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

Exhibit Number	Description
<u>4.1</u>	<u>Second Amended and Restated Certificate of Incorporation of BKV Corporation (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on September 27, 2024).</u>
<u>4.2</u>	<u>Second Amended and Restated Bylaws of BKV Corporation (incorporated herein by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed on September 27, 2024).</u>
<u>4.3</u>	<u>Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-1 (File No. 333-268469) filed on November 18, 2022).</u>
<u>4.4</u>	<u>BKV Corporation 2024 Equity and Incentive Compensation Plan, as amended and restated as of March 5, 2026 (incorporated herein by reference to Exhibit 10.29 to the registrant's Annual Report on Form 10-K filed on March 6, 2026).</u>
<u>5.1*</u>	<u>Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.</u>
<u>23.1*</u>	<u>Consent of PricewaterhouseCoopers LLP (BKV Corporation).</u>
<u>23.2*</u>	<u>Consent of Ryder Scott Company, L.P.</u>
<u>23.3*</u>	<u>Consent of Baker Botts L.L.P. (included as part of Exhibit 5.1 hereto).</u>
<u>24.1*</u>	<u>Power of Attorney (included on the signature page hereto).</u>
<u>107*</u>	<u>Filing Fee Table.</u>

* 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;

(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% 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) do not apply if 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.

(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 Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 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 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 Denver, State of Colorado, on March 6, 2026.

BKV CORPORATION

By: /s/ Christopher P. Kalnin
Christopher P. Kalnin
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher P. Kalnin and Lindsay B. Larrick, and each of them, his or her true and lawful attorneys-in-fact and agents, each 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 any registration statement relating to the offering covered by this registration statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact and agents 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Christopher P. Kalnin</u> Christopher P. Kalnin	Chief Executive Officer and Director (Principal Executive Officer)	March 6, 2026
<u>/s/ David R. Tameron</u> David R. Tameron	Chief Financial Officer (Principal Financial Officer)	March 6, 2026
<u>/s/ Barry S. Turcotte</u> Barry S. Turcotte	Chief Accounting Officer (Principal Accounting Officer)	March 6, 2026
<u>/s/ Chanin Vongkusolkit</u> Chanin Vongkusolkit	Chairman of the Board	March 6, 2026
<u>/s/ Somruedee Chaimongkol</u> Somruedee Chaimongkol	Director	March 6, 2026
<u>/s/ Joseph R. Davis</u> Joseph R. Davis	Director	March 6, 2026
<u>/s/ Akaraphong Dayananda</u> Akaraphong Dayananda	Director	March 6, 2026
<u>/s/ Kirana Limpaphayom</u> Kirana Limpaphayom	Director	March 6, 2026
<u>/s/ Carla S. Mashinski</u> Carla S. Mashinski	Director	March 6, 2026
<u>/s/ Thiti Mekavichai</u> Thiti Mekavichai	Director	March 6, 2026
<u>/s/ Charles C. Miller III</u> Charles C. Miller III	Director	March 6, 2026
<u>/s/ Sunit S. Patel</u> Sunit S. Patel	Director	March 6, 2026
<u>/s/ Anon Sirisaengtaksin</u> Anon Sirisaengtaksin	Director	March 6, 2026
<u>/s/ Sinon Vongkusolkit</u> Sinon Vongkusolkit	Director	March 6, 2026



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SAN FRANCISCO
SINGAPORE
WASHINGTON

March 6, 2026

BKV Corporation
1200 17th Street, Suite 2100
Denver, Colorado 80202

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by BKV Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 2,500,000 additional shares (the "Shares") of common stock, par value \$0.01 per share, of the Company ("Common Stock"), issuable in respect of awards granted under the BKV Corporation 2024 Equity and Incentive Compensation Plan, as amended and restated as of March 5, 2026 (as amended from time to time, the "A&R 2024 Plan" or "Plan"), which include shares of Common Stock that may again become available for delivery with respect to awards under the A&R 2024 Plan pursuant to the share counting, share recycling and other terms and conditions of the A&R 2024 Plan, certain legal matters in connection with the Shares are being passed upon for you by us. At your request, this opinion letter is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above and as a basis for the opinions hereinafter expressed, we have examined originals, or copies certified or otherwise identified, of (i) the Company's Second Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws, (ii) the corporate records of the Company with respect to the filing of the Registration Statement and the issuance of the Shares, (iii) the Plan, (iv) certificates of public officials and representatives of the Company, (v) the Registration Statement and (vi) statutes and other instruments and documents as we have deemed necessary or advisable for the purpose of rendering the opinions hereinafter expressed.

In connection with the opinions hereinafter expressed, we have assumed that (i) the Shares will be issued in the manner stated in the Registration Statement; (ii) the consideration received by the Company for the Shares will not be less than the par value of the Shares; and (iii) at or prior to the time of the delivery of any Shares, the Registration Statement will be effective under the Securities Act.

In addition, in giving the opinions hereinafter expressed, we have relied, to the extent we deemed proper, without independent investigation or verification, upon the truth and accuracy of the representations and warranties in the documents reviewed by us and the certificates, statements and other representations of officers and other representatives of the Company and of governmental and public officials with respect to the accuracy and completeness of the material factual matters contained therein or covered thereby, and we have assumed, without independent investigation, that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof, that such original copies are authentic and complete and that all information submitted to us was accurate and complete.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that following due authorization of a particular award as provided in and in accordance with the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of the Company or a duly constituted and acting committee thereof as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and nonassessable.

The opinions set forth above are limited in all respects to the General Corporation Law of the State of Delaware as in effect on the date hereof, and we express no opinion as to the law of any other jurisdiction. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

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

Very truly yours,

/s/ Baker Botts L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of BKV Corporation of our report dated March 6, 2026 relating to the financial statements, which appears in BKV Corporation's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas
March 6, 2026



RYDER SCOTT COMPANY
PETROLEUM CONSULTANTS

TBPELS REGISTERED ENGINEERING FIRM F-1580
555 17TH STREET SUITE 985

DENVER, COLORADO 80202

TELEPHONE (303) 339-8110

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

We hereby consent to the references to our firm in this Registration Statement on Form S-8 of BKV Corporation, and to the use of information from, and the inclusion or incorporation by reference of, our reports regarding those quantities estimated by Ryder Scott of proved reserves of BKV Corporation and its subsidiaries, the future net revenues from those reserves and their present value for the years ended December 31, 2025, 2024 and 2023, and to the inclusion of our summary reports dated January 6, 2026 and January 27, 2026, each included in BKV Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and incorporated by reference in this Registration Statement on Form S-8 of BKV Corporation.

/s/ Ryder Scott Company, L.P.

RYDER SCOTT COMPANY, L.P.

TBPELS Firm Registration No. F-1580

Denver, Colorado
March 6, 2026

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