

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

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

BankUnited, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of Incorporation)

27-0162450

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

14817 Oak Lane, Miami Lakes, FL

(Address of principal executive offices)

33016

(Zip Code)

BankUnited, Inc. Amended and Restated 2023 Omnibus Equity Incentive Plan
(Full Title of the Plan)

Rajinder P. Singh
Chairman, President and Chief Executive Officer
BankUnited, Inc.
14817 Oak Lane
Miami Lakes, FL 33016
(305) 569-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Brandon C. Price
Michael J. Schobel
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
Telephone: (212) 402-1000

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 7(a)(2)(B) of the Securities Act.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 (the “**Registration Statement**”) is being filed by BankUnited, Inc. (the “**Corporation**” or the “**Registrant**”) to register 1,500,000 shares of common stock, par value \$0.01 per share (the “**Common Stock**”), that may be issued under the BankUnited, Inc. Amended and Restated 2023 Omnibus Equity Incentive Plan (the “**Plan**”), which was approved by the Company’s shareholders on May 21, 2026 (the “**Effective Date**”). These shares are in addition to the shares previously registered on the Corporation’s Registration Statement on Form S-8 with respect to the Plan filed with the Securities and Exchange Commission on May 16, 2023 (Registration No. 333-271981) (the “**Prior Registration Statement**”). This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is filed in accordance with General Instruction E to Form S-8. Accordingly, pursuant to General Instruction E, the Corporation hereby incorporates by reference herein the contents of the Prior Registration Statement and hereby deems such contents to be a part hereof, except as otherwise updated or modified by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission (the “**SEC**”) allows the Corporation to “incorporate by reference” in this Registration Statement the information in the documents that it files with the SEC, which means that the Corporation can disclose important information to you by referring you to those documents. The information incorporated by reference in this Registration Statement is considered to be a part of this Registration Statement, and information in documents that the Corporation files later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this Registration Statement. The Corporation incorporates by reference in this Registration Statement the documents listed below and any future filings that it may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the “**Exchange Act**”) after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, except that the Corporation is not incorporating by reference any information that is deemed to have been furnished and not filed in accordance with the SEC’s rules.

- The Corporation’s Annual Report on Form 10-K for the year ended December 31, 2025 filed on February 26, 2026;
- The Corporation’s Quarterly Reports on Form 10-Q for the period ended March 31, 2026 filed on May 7, 2026;
- The Corporation’s Current Reports on Form 8-K filed on January 21, 2026 (other than those portions that were furnished and not filed), May 12, 2026 and May 21, 2026;
- The portions of the Corporation’s Definitive Proxy Statement on Schedule 14A filed on April 10, 2026 that are incorporated by reference into Part III of the Corporation’s Annual Report on Form 10-K referred to above; and
- The description of the Corporation’s common stock, par value \$0.01 per share, contained in the registration statement on Form 8-A (File No. 001-35039) filed with the SEC on January 18, 2011 to register such securities under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

The Corporation will furnish without charge to you, upon written or oral request, a copy of any or all of the documents described above, except for exhibits to those documents, unless the exhibits are specifically incorporated by reference into those documents. Requests for copies should be addressed to:

BankUnited, Inc.
Attention: Investor Relations
14817 Oak Lane
Miami Lakes, FL 33016
(305) 231-6400

Item 8. Exhibits.

See Exhibit Index immediately prior to the signature page hereto.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of BankUnited, Inc. (incorporated herein by reference to Exhibit 3.1 to BankUnited, Inc.'s Annual Report on Form 10-K filed on March 1, 2018)
3.2	Amended and Restated Bylaws of BankUnited, Inc. (incorporated herein by reference to Exhibit 3.1 to BankUnited, Inc.'s Current Report on Form 8-K filed on August 15, 2016)
4.1	BankUnited, Inc. Amended and Restated 2023 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to BankUnited, Inc.'s Current Report on Form 8-K filed on May 21, 2026)
4.2	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to BankUnited, Inc.'s Amendment No. 3 to the Registration Statement on Form S-1 filed on January 18, 2011)
5.1	Opinion of Wachtell, Lipton, Rosen & Katz *
23.1	Consent of Deloitte & Touche LLP *
23.2	Consent of Wachtell, Lipton, Rosen & Katz (contained in its opinion filed as Exhibit 5.1 hereto) *
24.1	Power of Attorney (included on the signature page to this Registration Statement) *
107	Calculation of Filing Fee Table *

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Miami Lakes, State of Florida, on May 27, 2026.

BANKUNITED, INC.

By: /s/ James G. Mackey
Name: James G. Mackey
Title: Chief Financial Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of BankUnited, Inc. hereby severally constitutes and appoints Rajinder P. Singh and James Mackey, and each of them acting alone, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and any subsequent registration statement filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC and any applicable securities exchange or securities self-regulatory body, 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 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 either of them individually, or their or his or her 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 by the following persons in the capacities indicated on May 27, 2026.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ RAJINDER P. SINGH Rajinder P. Singh	Chairman, President and Chief Executive Officer (Principal Executive Officer)	May 27, 2026
/s/ JAMES G. MACKEY James G. Mackey	Chief Financial Officer (Principal Financial and Accounting Officer)	May 27, 2026
/s/ TERE BLANCA Tere Blanca	Director	May 27, 2026
/s/ JOHN N. DIGIACOMO John N. DiGiacomo	Director	May 27, 2026
/s/ MICHAEL J. DOWLING Michael J. Dowling	Director	May 27, 2026
/s/ DOUGLAS J. PAULS Douglas J. Pauls	Director	May 27, 2026
/s/ WILLIAM S. RUBENSTEIN William S. Rubenstein	Director	May 27, 2026
/s/ GERMAINE SMITH-BAUGH Germaine Smith-Baugh	Director	May 27, 2026
/s/ SANJIV SOBTI Sanjiv Sobti	Director	May 27, 2026
/s/ LYNNE WINES Lynne Wines	Director	May 27, 2026

[WLRK Letterhead]

May 27, 2026

BankUnited, Inc.

14817 Oak Lane

Miami Lakes, Florida 33016

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to BankUnited, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of (i) the registration statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on the date hereof (the "Registration Statement"), which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) under the Securities Act of 1933, as amended (the "Act"), relating to the registration of 1,500,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock"), which may be issued by the Company pursuant to the BankUnited, Inc. Amended and Restated 2023 Omnibus Equity Incentive Plan (the "Plan").

For the purposes of giving this opinion, we have examined the Registration Statement, the Plan, and the amended and restated certificate of incorporation and amended and restated bylaws of the Company. We have also examined the originals, or duplicates or certified or conformed copies, of such corporate records, agreements, documents and other instruments and have made such other investigations as we have deemed relevant and necessary in connection with this opinion. As to questions of fact material to this opinion, we have relied, with your approval, upon oral and written representations of the Company and certificates or comparable documents of public officials and of officers and representatives of the Company.

In making such examination and rendering this opinion, we have assumed without verification the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the authenticity of the originals of such documents submitted to us as certified copies, the conformity to originals of all documents submitted to us as copies, the authenticity of the originals of such documents, that all documents submitted to us as certified copies are true and correct copies of such originals and the legal capacity of all individuals executing any of the foregoing documents.

We have also assumed that there will be no material changes to the documents we have examined and that, at all times prior to the issuance of the Shares, the Company will maintain a sufficient number of authorized but unissued shares of common stock, par value \$0.01 per share, available for such issuance.

Based upon and subject to the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on statements of fact contained in the documents that we have examined or reviewed, we are of the opinion that when the Shares have been issued by the Company in accordance with the terms of the Plan, the Shares will be validly issued, duly authorized, fully paid and nonassessable.

This opinion is subject to the effects of (a) bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting the enforcement of creditors' rights generally, (b) general equitable principles (whether considered in a proceeding in equity or at law) and (c) an implied covenant of good faith and fair dealing. We are members of the bar of the State of New York; the Company is a Delaware corporation, and we have not considered, and we express no opinion as to, any law other than the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

We hereby consent to be named in the Registration Statement and the Post-Effective Amendment as the attorneys who passed upon the legality of the Shares and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, and the rules and regulations of the Commission promulgated thereunder. This opinion speaks as of its date, and we undertake no (and hereby disclaim any) obligation to update this opinion.

Very truly yours,

/s/ Wachtell, Lipton, Rosen & Katz

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 26, 2026 relating to the consolidated financial statements of BankUnited, Inc. and subsidiaries and the effectiveness of BankUnited, Inc. and subsidiaries internal control over financial reporting, appearing in the Annual Report on Form 10-K of BankUnited, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Miami, Florida

May 27, 2026

