

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

**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**SOLV Energy, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**4931**  
(Primary Standard Industrial  
Classification Code Number)

**33-4537250**  
(I.R.S. Employer  
Identification No.)

**16680 West Bernardo Drive  
San Diego, CA 92127  
(858) 251-4888**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Adam Forman  
Chief Legal Officer  
16680 West Bernardo Drive  
San Diego, CA 92127  
(858) 251-4888**

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

*Copies to:*

**Alexander D. Lynch  
Ashley J. Butler  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000**

**Marc D. Jaffe  
Erika Weinberg  
Latham & Watkins LLP  
1271 Avenue of the Americas  
New York, New York 10020  
(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. (333-292778)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**

**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by SOLV Energy, Inc. (the “Registrant”). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant’s Registration Statement on Form S-1 (File No. 333-296238), as amended, which was declared effective by the Commission on May 28, 2026 (the “Prior Registration Statement”). The Registrant is filing this Registration Statement for the sole purpose of registering the sale of an additional 1,150,000 shares of the Registrant’s Class A common stock, which includes 150,000 shares of Class A common stock that may be sold as part of the underwriters’ option to purchase additional shares. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the filing fee table filed as Exhibit 107 to the Prior Registration Statement.

The required opinion and consents are listed on Part II, Item 16 of this Registration Statement and filed herewith.

The Registrant hereby (i) undertakes to pay the Commission the filing fee set forth in Exhibit 107 of this Registration Statement by a wire transfer of such amount as soon as practicable (but no later than the close of business on May 29, 2026) and (ii) certifies that it has sufficient funds in the relevant account to cover the amount of such filing fee.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

The following documents are filed as exhibits to this Registration Statement, and all other exhibits previously filed as exhibits to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-296238), are incorporated by reference into, and shall be deemed to be a part of, this filing.

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 5.1                | <a href="#"><u>Opinion of Weil, Gotshal &amp; Manges LLP (filed as Exhibit 5.1 to the Registration Statement on Form S-1 filed by the Registrant on May 26, 2026 (File No. 333-296238) and incorporated herein by reference).</u></a> |
| 23.1               | <a href="#"><u>Consent of Ernst &amp; Young LLP as to SOLV Energy, Inc. and SOLV Energy Holdings LLC.</u></a>   |
| 23.2               | <a href="#"><u>Consent of Weil, Gotshal &amp; Manges LLP (included as part of Exhibit 5.1).</u></a>   |
| 24.1               | <a href="#"><u>Power of Attorney (included in the signature page to the Registration Statement on Form S-1 filed by the Registrant on May 26, 2026 (File No. 333-296238) and incorporated herein by reference).</u></a>               |
| 107                | <a href="#"><u>Calculation of Filing Fee Table.</u></a>   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, SOLV Energy, Inc. has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on May 28, 2026.

**SOLV Energy, Inc.**

By: /s/ George Hershman  
Name: George Hershman  
Title: Chief Executive Officer

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

| <u>Signature</u>                              | <u>Title</u>  | <u>Date</u>  |
|---|---|--------------|
| <u>/s/ George Hershman</u><br>George Hershman | Chief Executive Officer and Director<br>(Principal Executive Officer)                                   | May 28, 2026 |
| <u>*</u><br>Chad Plotkin                      | Chief Financial Officer<br>(Principal Financial Officer)  | May 28, 2026 |
| <u>*</u><br>Ron Stark                         | Senior Vice President, Controller<br>And Principal Accounting Officer (Principal<br>Accounting Officer) | May 28, 2026 |
| <u>*</u><br>Kevin S. Penn                     | Director  | May 28, 2026 |
| <u>*</u><br>Michael Sand                      | Director  | May 28, 2026 |
| <u>*</u><br>David Portnoy                     | Director  | May 28, 2026 |
| <u>*</u><br>J. Adam Abram                     | Director  | May 28, 2026 |
| <u>*</u><br>Steven Lerner                     | Director  | May 28, 2026 |
| <u>*</u><br>Laura Stern                       | Director  | May 28, 2026 |
| <u>*</u><br>William Jackson                   | Director  | May 28, 2026 |
| <u>*</u><br>Daniel McQuade                    | Director  | May 28, 2026 |
| <u>*</u><br>Nancy Stefanowicz                 | Director  | May 28, 2026 |

\* By: /s/ George Hershman

Name: George Hershman

Title: Attorney-in-Fact

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our reports dated March 25, 2026, with respect to the financial statement of SOLV Energy, Inc. and the consolidated financial statements of SOLV Energy Holdings LLC included in the Registration Statement (Form S-1 No. 333-296238) and related Prospectus of SOLV Energy, Inc. for the registration of SOLV Energy, Inc. Class A common stock.

/s/ Ernst & Young LLP

Tysons, Virginia

May 28, 2026

# Calculation of Filing Fee Tables

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## SOLV Energy, Inc.

Table 1: Newly Registered and Carry Forward Securities

Not Applicable

|                                    | Security Type | Security Class Title                               | Fee Calculation or Carry Forward Rule | Amount Registered | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate     | Amount of Registration Fee | Carry Forward Form Type | Carry Forward File Number | Carry Forward Initial Effective Date | Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward |
|------------------------------------|---------------|--|---------------------------------------|-------------------|--|----------------------------------|--------------|----------------------------|-------------------------|---------------------------|--------------------------------------|---|
| <b>Newly Registered Securities</b> |               |  |                                       |                   |  |                                  |              |                            |                         |                           |                                      |   |
| Fees to be Paid                    | 1 Equity      | Class A common stock, par value \$0.0001 per share | 457(a)                                | 1,150,000         | \$ 36.00                                 | 41,400,000.00                    | \$ 0.0001381 | \$ 5,717.34                |                         |                           |                                      |   |
| Fees Previously Paid               |               |  |                                       |                   |  |                                  |              |                            |                         |                           |                                      |   |
| <b>Carry Forward Securities</b>    |               |  |                                       |                   |  |                                  |              |                            |                         |                           |                                      |   |
| Carry Forward Securities           |               |  |                                       |                   |  |                                  |              |                            |                         |                           |                                      |   |
| Total Offering Amounts:            |               |  |                                       |                   |  | \$                               |              | \$ 5,717.34                |                         |                           |                                      |   |
|                                    |               |  |                                       |                   |  | 41,400,000.00                    |              |                            |                         |                           |                                      |   |
| Total Fees Previously Paid:        |               |  |                                       |                   |  |                                  |              | \$ 0.00                    |                         |                           |                                      |   |
| Total Fee Offsets:                 |               |  |                                       |                   |  |                                  |              | \$ 0.00                    |                         |                           |                                      |   |
| Net Fee Due:                       |               |  |                                       |                   |  |                                  |              | \$ 5,717.34                |                         |                           |                                      |   |

### Offering Note

<sup>1</sup> Represents only the 1,150,000 additional shares of the Registrant's Class A common stock being registered, including 150,000 additional shares of Class A common stock subject to the underwriters' option to purchase additional shares. Does not include the 16,100,000 shares of Class A common stock that the Registrant previously registered on the Registrant's Registration Statement on Form S-1 (File No. 333-296238). The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The Registrant previously paid an aggregate filing fee of \$84,067.13 for the Registration Statement on Form S-1 (File No. 333-296238), which was declared effective on May 28, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$36.00 are hereby registered, which includes the additional shares that the underwriters have the option to purchase.

Table 2: Fee Offset Claims and Sources

Not Applicable

|                                    | Registrant or Filer Name | Form or Filing Type | File Number | Initial Filing Date | Filing Date | Fee Offset Claimed | Security Type Associated with Fee Offset Claimed | Security Title Associated with Fee Offset Claimed | Unsold Securities Associated with Fee Offset Claimed | Unsold Aggregate Offering Amount Associated with Fee Offset Claimed | Fee Paid with Fee Offset Source |
|------------------------------------|--------------------------|---------------------|-------------|---------------------|-------------|--------------------|--|---|--|---|---------------------------------|
| <b>Rules 457(b) and 0-11(a)(2)</b> |                          |                     |             |                     |             |                    |  |   |  |   |                                 |
| Fee Offset Claims                  |                          |                     |             |                     |             |                    |  |   |  |   |                                 |
| Fee Offset Sources                 |                          |                     |             |                     |             |                    |  |   |  |   |                                 |
| <b>Rule 457(p)</b>                 |                          |                     |             |                     |             |                    |  |   |  |   |                                 |
| Fee Offset Claims                  |                          |                     |             |                     |             |                    |  |   |  |   |                                 |
| Fee Offset Sources                 |                          |                     |             |                     |             |                    |  |   |  |   |                                 |

Table 3: Combined Prospectuses

Not Applicable

| Security Type | Security Class Title | Amount of Securities Previously Registered | Maximum Aggregate Offering Price of Securities Previously Registered | Form Type | File Number | Initial Effective Date |
|---------------|----------------------|--|--|-----------|-------------|------------------------|
|               |                      |  |  |           |             |                        |