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

FORM S-1
REGISTRATION STATEMENT
under
the Securities Act of 1933

Legacy Housing Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	2451 (Primary Standard Industrial Classification Number)	20-2897516 (I.R.S. Employer Identification No.)
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Legacy Housing Corporation
1600 Airport Freeway, #100
Bedford, Texas 76022
(817) 799-4900

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

Curtis D. Hodgson
Kenneth E. Shipley
Co-Chief Executive Officers
Legacy Housing Corporation
1600 Airport Freeway, #100
Bedford, Texas 76022
(817) 799-4900

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

Copies to:

Steve Wolosky, Esq.
Spencer G. Feldman, Esq.
Olshan Frome Wolosky LLP
1325 Avenue of the Americas, 15th Floor
New York, New York 10019
(212) 451-2300

Bryan L. Goolsby, Esq.
Kenneth L. Betts, Esq.
Winston & Strawn LLP
2121 N. Pearl Street, Suite 900
Dallas, Texas 75201
(214) 453-6500

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.

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. 333-228288)

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities	Amount to be	Proposed Maximum	Proposed Maximum	Amount of
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	to be Registered	Registered	Offering Price per share(1)	Aggregate Offering Price(1)(2)	Registration Fee
	Common Stock, par value \$0.001 per share	575,000(2)	\$12.00	\$6,900,000	836.28

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Includes shares the underwriters have the option to purchase to cover over-allotments, if any. The shares being registered pursuant to this Registration Statement are in addition to the \$51,318,750 of shares registered pursuant to the Registrant's Registration Statement on Form S-1 (Registration No. 333-228288).

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to register an additional 575,000 shares of Common Stock, par value \$0.001 per share, of Legacy Housing Corporation (the "Company"), having a maximum aggregate offering price of \$6,900,000. The Company hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-228288) (the "Prior Registration Statement") declared effective on December 13, 2018 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein. The additional shares that are being offered 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 Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed in the Exhibit Index below and are filed herewith.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. Exhibits and Financial Statement Schedules

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Olshan Frome Wolosky LLP, as to the legality of the common stock.
23.1	Consent of Olshan Frome Wolosky LLP (included in the opinion filed as Exhibit 5.1).
23.2	Consent of Grant Thornton LLP, independent registered public accountants.
24.1*	Power of Attorney (set forth on signature page of the registration statement).

* Incorporated by reference to the Company's Registration Statement on Form S-1, File No. 333-228288.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bedford, State of Texas, on the 13th day of December 2018.

LEGACY HOUSING CORPORATION

/s/ CURTIS D. HODGSON

By: _____

Name: Curtis D. Hodgson

Title: *Co-Chief Executive Officer*

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 dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ CURTIS D. HODGSON</u> Curtis D. Hodgson	Co-Chief Executive Officer and Director <i>(principal executive officer)</i>	December 13, 2018
<u>/s/ KENNETH E. SHIPLEY*</u> Kenneth E. Shipley	Co-Chief Executive Officer and Director <i>(principal executive officer)</i>	December 13, 2018
<u>/s/ JEFFREY V. BURT</u> Jeffrey V. Burt	Chief Financial Officer <i>(principal financial and accounting officer)</i>	December 13, 2018
*By: <u>/s/ NEAL J. SUIT</u> Neal J. Suit <i>Attorney-in-Fact</i>		

QuickLinks

[EXPLANATORY NOTE AND INCORPORATION BY REFERENCE](#)
[PART II INFORMATION NOT REQUIRED IN PROSPECTUS](#)

[ITEM 16. Exhibits and Financial Statement Schedules](#)

[SIGNATURES](#)



1325 AVENUE OF THE AMERICAS • NEW YORK, NEW YORK 10019
TELEPHONE: 212.451.2300 • FACSIMILE: 212.451.2222

December 13, 2018

Legacy Housing Corporation
1600 Airport Freeway, #100
Bedford, Texas 76022

Ladies and Gentlemen:

We are acting as counsel to Legacy Housing Corporation, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1, filed on December 14, 2018 (the "Abbreviated Registration Statement"), under the Securities Act of 1933, as amended (the "Act"), for the registration of 575,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share. The Abbreviated Registration Statement relates to the same class of securities registered pursuant to the Company's Registration Statement on Form S-1 (File No. 333-228288) (the "Initial Registration Statement") declared effective at 4:30 p.m. on December 13, 2018, by the Securities and Exchange Commission (the "Commission").

We have examined the originals, or certified, conformed or reproduction copies, of all such records, agreements, instruments and documents as we have deemed relevant or necessary as the basis for the opinion hereinafter expressed. In all such examinations, we have assumed the genuineness of all signatures on original or certified copies and the conformity to original or certified copies of all copies submitted to us as conformed or reproduction copies. As to various questions of fact relevant to such opinion, we have relied upon, and assumed the accuracy of, certificates and oral or written statements and other information of or from public officials, officers or representatives of the Company, and others.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Underwriting Agreement filed as Exhibit 1.1 to the Initial Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Abbreviated Registration Statement and to the reference to this firm under the caption "Legal Matters" in the Prospectus forming a part of the Initial 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 Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Olshan Frome Wolosky LLP

OLSHAN FROME WOLOSKY LLP

QuickLinks

[Exhibit 5.1](#)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated September 19, 2018 with respect to the financial statements of Legacy Housing, Ltd. contained in the Registration Statement on Form S-1, as amended (File No. 333-228288), which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Dallas, Texas
December 13, 2018

QuickLinks

[Exhibit 23.2](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)