

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

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

Medline Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3841
(Primary Standard Industrial
Classification Code Number)

33-1845288
(I.R.S. Employer
Identification No.)

**3 Lakes Drive
Northfield, Illinois 60093
Telephone: (847) 949-5500**

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

**James Boyle
Chief Executive Officer
Medline Inc.
3 Lakes Drive
Northfield, Illinois 60093
Telephone: (847) 949-5500**

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

**Joshua Ford Bonnie
Jonathan R. Ozner
Katharine L. Thompson
Simpson Thacher & Bartlett LLP
900 G Street, N.W.
Washington, D.C. 20001
Telephone: (202) 636-5500**

Copies to:
**Alex Liberman
Chief Legal Officer
Medline Inc.
3 Lakes Drive
Northfield, Illinois 60093
Telephone: (847) 949-5500**

**Jason M. Licht
Patrick H. Shannon
Cathy A. Birkeland
Latham & Watkins LLP
555 Eleventh Street, N.W.
Washington, D.C. 20004
Telephone: (202) 637-2200**

Approximate date of commencement of the proposed sale of the securities to the public: **As soon as practicable after the Registration Statement is declared 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. 333-296044

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, 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 Medline 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. 333-296044), which was declared effective by the Commission on May 21, 2026 (the "Prior Registration Statement"). The Registrant is filing this Registration Statement for the sole purpose of registering the sale of an additional 14,437,783 shares of the Registrant's Class A common stock, which includes 1,883,189 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 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 22, 2026) and (ii) certifies that it has sufficient funds in the relevant account to cover the amount of such filing fee.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of Simpson Thacher & Bartlett LLP (filed as Exhibit 5.1 to the Registration Statement on Form S-1 filed by the Registrant on May 20, 2026 (File No. 333-296044) and incorporated herein by reference)</u>
23.1	<u>Consent of Ernst & Young LLP as to Medline Inc.</u>
23.2	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included in the signature page to the Registration Statement on Form S-1 filed by the Registrant on May 20, 2026 (File No. 333-296044) and incorporated herein by reference)</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on the 21st day of May, 2026.

MEDLINE INC.

By: /s/ James M. Boyle
Name: James M. Boyle
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 indicated on the 21st day of May, 2026.

<u>Signature</u>	<u>Title</u>
<u>/s/ James M. Boyle</u> James M. Boyle	Chief Executive Officer and Director (principal executive officer)
<u>*</u> Charles N. Mills	Chair of the Board of Directors
<u>*</u> Joseph P. Baratta	Director
<u>*</u> Jacob D. Best	Director
<u>*</u> Todd M. Bluedorn	Director
<u>*</u> Richard A. Galanti	Director
<u>*</u> Patrick J. Healy	Director
<u>*</u> Andrew J. Mills	Director
<u>*</u> Robert R. Schmidt	Director
<u>*</u> Anushka M. Sunder	Director
<u>*</u> Thomas W. Sweet	Director

*

Stephen H. Wise

*

Michael B. Drazin

*

Jessi L. Corcoran

Director

Chief Financial Officer
(principal financial officer)

Chief Accounting Officer
(principal accounting officer)

* By: /s/ James M. Boyle
Name: James M. Boyle
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" included in the Registration Statement (Form S-1 No. 333-296044) and related Prospectus of Medline Inc. for the registration of its Class A common stock and to the incorporation by reference of our report dated February 25, 2026, with respect to the consolidated financial statements of Medline Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025 incorporated by reference in the Registration Statement.

/s/ Ernst & Young LLP

Chicago, Illinois
May 21, 2026

Calculation of Filing Fee Tables

S-1

Medline 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
Newly Registered Securities												
Fees to be Paid	1 Equity	Class A common stock, \$0.0001 par value per share	457(a)	14,437,783	\$ 37.00	534,197,971.00	\$ 0.0001381	\$ 73,772.74				
Fees Previously Paid												
Carry Forward Securities												
Carry Forward Securities												
Total Offering Amounts:						\$		\$ 73,772.74				
Total Fees Previously Paid:								\$ 0.00				
Total Fee Offsets:								\$ 0.00				
Net Fee Due:								\$ 73,772.74				

Offering Note

- ¹ (a) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended. (b) Includes 1,883,189 shares of our Class A common stock that are subject to the underwriters' option to purchase additional shares. (c) The shares of Class A common stock being registered hereunder are in addition to the 69,000,000 shares of Class A common stock registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-296044).

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
Rules 457(b) and 0-11(a)(2)											
Fee Offset Claims											
Fee Offset Sources											
Rule 457(p)											
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