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

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

Lulu's Fashion Lounge Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-8442468
(I.R.S. Employer
Identification No.)

**195 Humboldt Avenue
Chico, California 95928
Telephone: (530) 343-3545**
(Address of Principal Executive Offices) (Zip Code)

Lulu's Fashion Lounge Holdings, Inc. Omnibus Equity Plan
(Full title of the plan)

**Crystal Landsem
Chief Executive Officer
195 Humboldt Avenue
Chico, California 95928**
(Name and address of agent for service)

Telephone: (530) 343-3545
(Telephone number, including area code, of agent for service)

Copies to:
**Christina C. Russo
Esther L. Moreno
Akerman LLP
Three Brickell City Centre
98 Southeast Seventh Street, Suite 1100
Miami, Florida 33131
(305) 374-5600**

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 checked="" 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

On June 13, 2023, the stockholders of Lulu's Fashion Lounge Holdings, Inc. (the "Company" or the "Registrant") approved an amendment to the Company's Omnibus Equity Plan (the "Omnibus Equity Plan") which increases the authorized number of shares of Common Stock, par value \$0.001 per share (the "Common Stock") of the Company available for grant by 2,000,000 shares of Common Stock. The Company previously filed a Registration Statement on Form S-8 on November 12, 2021 (File No. 333-260985) registering 3,719,000 shares of Common Stock under the Omnibus Equity Plan and a Registration Statement on Form S-8 on April 1, 2022 (File No. 333-264070) registering an additional 4,736,805 shares of Common Stock under the Omnibus Equity Plan. The Company is filing this Registration Statement on Form S-8 for the purpose of registering an additional 2,000,000 shares of Common Stock issuable pursuant to the Omnibus Equity Plan.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8**

Except as set forth below, the contents of the Registration Statement on [Form S-8 \(File No. 333-260985\)](#) and of the Registration Statement on [Form S-8 \(File No. 333-264070\)](#), including any amendments thereto, filed with the Securities and Exchange Commission (the "SEC"), relating to the Omnibus Equity Plan, are incorporated by reference herein.

Item 3. Incorporation of Documents by Reference.

The following documents filed with the SEC by us pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Registration Statement, other than information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K:

- Our [Annual Report on Form 10-K for the fiscal year ended January 1, 2023, filed with the SEC on March 14, 2023](#), and the portions of our [Definitive Proxy Statement on Schedule 14A filed with the SEC on May 1, 2023](#) that are incorporated by reference therein;
- [Our Quarterly Report on Form 10-Q for the quarter ended April 2, 2023, filed with the SEC on May 9, 2023](#);
- Our Current Reports on Form 8-K, filed with the SEC on [February 14, 2023](#), [March 2, 2023](#), [March 6, 2023](#), [March 9, 2023](#), and [June 14, 2023](#); and
- The description of our common stock, which is contained in our Registration Statement on [Form 8-A, filed with the SEC on November 10, 2021](#), as updated by [Exhibit 4.3](#) to our Annual Report on Form 10-K for the fiscal year ended January 2, 2022, filed with the SEC on March 31, 2022, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, other than information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, subsequent to 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 have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or 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 8. Exhibits.

| Number | Description |
|------------------------------|--|
| <u>4.1</u> | <u>Amended and Restated Certificate of Incorporation of Lulu's Fashion Lounge Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41059), filed on December 16, 2021 with the SEC).</u> |
| <u>4.2</u> | <u>Amended and Restated Bylaws of Lulu's Fashion Lounge Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41059), filed on December 16, 2021 with the SEC).</u> |
| <u>5.1+</u> | <u>Opinion of Akerman LLP, counsel to the Registrant.</u> |
| <u>10.1</u> | <u>Omnibus Equity Plan and Form of Stock Option Agreement and Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-K (File No. 001-41059), filed on March 31, 2022 with the SEC).</u> |
| <u>10.2</u> | <u>Amendment to the Lulu's Fashion Lounge Holdings, Inc. Omnibus Equity Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 001-41059), filed on June 14, 2023 with the SEC).</u> |
| <u>23.1+</u> | <u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.</u> |
| <u>23.2+</u> | <u>Consent of Akerman LLP (included in Exhibit 5.1).</u> |
| <u>24.1+</u> | <u>Power of Attorney (included on signature pages below).</u> |
| <u>107+</u> | <u>Filing Fee Table.</u> |

+ Filed herewith

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 Chico, California, on this 29th day of June, 2023.

LULU'S FASHION LOUNGE HOLDINGS, INC.

By: /s/ Crystal Landsem
Crystal Landsem
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Crystal Landsem and Tiffany R. Smith, each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for his or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all 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 in connection therewith, 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 any of them, or her 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 by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|---|--|---------------|
| <u>/s/ Crystal Landsem</u> Crystal Landsem | Chief Executive Officer and Director (<i>Principal Executive Officer</i>) | June 29, 2023 |
| <u>/s/ Tiffany R. Smith</u> Tiffany R. Smith | Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>) | June 29, 2023 |
| <u>/s/ David McCreight</u> David McCreight | Executive Chairman | June 29, 2023 |
| <u>/s/ Dara Bazzano</u> Dara Bazzano | Director | June 29, 2023 |
| <u>/s/ John Black</u> John Black | Director | June 29, 2023 |
| <u>/s/ Evan Karp</u> Evan Karp | Director | June 29, 2023 |
| <u>/s/ Anisa Kumar</u> Anisa Kumar | Director | June 29, 2023 |
| <u>/s/ Michael Mardy</u> Michael Mardy | Director | June 29, 2023 |
| <u>/s/ Danielle Qi</u> Danielle Qi | Director | June 29, 2023 |
| <u>/s/ Caroline Sheu</u> Caroline Sheu | Director | June 29, 2023 |
| <u>/s/ Kira Yugay</u> Kira Yugay | Director | June 29, 2023 |



Akerman LLP
Three Brickell City Centre
98 Southeast Seventh Street
Suite 1100
Miami, FL 33131
T: 305 374 5600
F: 305 374 5095

June 29, 2023

Lulu's Fashion Lounge Holdings, Inc.
195 Humboldt Avenue
Chico, California 95928

Re: Lulu's Fashion Lounge Holdings, Inc.
2,000,000 Shares of Common Stock

Ladies and Gentlemen:

We have acted as counsel for Lulu's Fashion Lounge Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of 2,000,000 shares of common stock, par value \$0.001 per share (the "Shares"), issuable pursuant to the Company's Omnibus Equity Plan, as amended (the "Omnibus Equity Plan").

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including: (a) the Fourth Amended and Restated Certificate of Incorporation of the Company, as amended through the date hereof; (b) the Second Amended and Restated Bylaws of the Company, as amended through the date hereof; (c) certain resolutions adopted by the Board of Directors of the Company; (d) the Omnibus Equity Plan; and (e) the Registration Statement and exhibits thereto.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act. This opinion is limited to the matters expressly stated herein and no opinions are to be inferred or implied beyond the opinions expressly so stated.

With your permission, we have made and relied upon the following assumptions, without any investigations or inquiry by us, and our opinion expressed below is subject to, and limited and qualified by the effect of, such assumptions: (i) all corporate records furnished to us by the Company are accurate and complete; (ii) the Registration Statement filed by the Company with the Commission is identical to the forms of the documents that we have reviewed; (iii) all statements as to factual matters that are contained in the Registration Statement (including the exhibits to the Registration Statement) are accurate and complete; (iv) the Company will at all times reserve a sufficient number of shares of its unissued common stock as is necessary to provide for the issuance of the Shares; (v) the consideration, if any, required to be paid in connection with the issuance of Shares pursuant to the Omnibus Equity Plan is actually received by the Company as provided in the Omnibus Equity Plan; and (vi) with respect to documents that we reviewed in connection with this opinion, all documents submitted to us as originals are authentic, all documents submitted to us as certified, facsimile or photostatic copies conform to originals of such documents, all such original documents are authentic, the signatures on all documents are genuine, and all natural persons who have executed any of the documents have the legal capacity to do so.

Based on the foregoing and subject to the assumptions and qualifications set forth herein, we are of the opinion that the Shares have been duly and validly authorized, and when, and if, issued pursuant to the terms of the Omnibus Equity Plan will be validly issued, fully paid, and nonassessable shares of common stock of the Company.

We express no opinion as to matters governed by laws of any jurisdiction other than the federal laws of the United States and the Delaware General Corporation Law. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

We assume no obligation to update or supplement this opinion if any applicable laws change after the date of this letter or if we become aware after the date of this letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressly stated herein. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement, other than as expressly stated herein with respect to the Shares.

This opinion is furnished in connection with the filing of the Registration Statement and may not be relied upon by any person for any other purpose without our prior written consent in each instance. Furthermore, no portion of this opinion may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We consent to your filing a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Akerman LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 14, 2023 relating to the financial statements of Lulu's Fashion Lounge Holdings, Inc., appearing in the Annual Report on Form 10-K of Lulu's Fashion Lounge Holdings, Inc. for the fiscal year ended January 1, 2023.

/s/ Deloitte & Touche LLP

San Francisco, California

June 29, 2023

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form type)Lulu's Fashion Lounge Holdings, Inc.
(Exact name of registrant as specified in its charter)

Table I: Newly Registered Securities

| Plan | Security Type | Security Class Title | Fee Calculation Rule | Amount Registered(1) | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|--|---------------|---|------------------------|----------------------|--|----------------------------------|------------------------------|----------------------------|
| Lulu's Fashion Lounge Holdings, Inc. Omnibus Equity Plan | Equity | Common Stock, par value \$0.001 per share | Rule 457(c) and 457(h) | 2,000,000(2) | \$2.14(3) | \$4,280,000 | \$110.20 per million dollars | \$471.66 |
| Total Offering Amounts | | | | | | \$4,280,000 | | \$471.66 |
| Total Fee Offsets | | | | | | | | \$— |
| Net Fee Due | | | | | | | | \$471.66 |

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended ("Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Lulu's Fashion Lounge Holdings, Inc. Omnibus Equity Plan (the "Omnibus Equity Plan") to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Omnibus Equity Plan.
- (2) Consists of 2,000,000 shares of the Registrant's Common Stock, par value \$0.001 per share (the "Common Stock") available for future grant under the Omnibus Equity Plan pursuant to its terms. The number of shares of Common Stock reserved for issuance under the Omnibus Equity Plan will automatically increase on the first day of each fiscal year, which started in 2022 and will continue through 2031, will equal to the lesser of (a) four percent (4%) of the shares of Common Stock outstanding on the last day of the immediately preceding fiscal year or (b) such smaller number of shares of stock as determined by the Registrant's board of directors.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Market on June 22, 2023.