

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Stitch Fix, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

27-5026540

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

**1 Montgomery Street, Suite 1500
San Francisco, California 94104**

(Address of principal executive offices) (Zip code)

Stitch Fix, Inc. 2017 Incentive Plan

(Full title of the plan)

**Katrina Lake
Chief Executive Officer
Stitch Fix, Inc.**

**1 Montgomery Street, Suite 1500
San Francisco, California 94104**

(415) 882-7765

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

Copies to:

**Jodie Bourdet
David Peinsipp
Siana Lowrey
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000**

**Scott Darling
Casey O'Connor
Stephanie Tang
Stitch Fix, Inc.
1 Montgomery Street, Suite 1500
San Francisco, California 94104
(415) 882-7765**

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 (Do not check if a smaller reporting company)

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 Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, par value \$0.00002 per share	5,069,874 shares(2)	\$18.29(3)	\$92,727,995.46	\$12,036.10

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s Class A common stock that become issuable under the Registrant’s 2017 Equity Incentive Plan (the “2017 Plan”) by reason of any stock split, stock dividend, recapitalization or any other similar transaction effected which results in an increase in the number of Registrant’s outstanding shares of Class A common stock, as applicable.
- (2) Represents shares of Class A common stock that were added to the shares reserved for future issuance under the 2017 Plan on August 4, 2019 pursuant to approval of the Registrant’s board of directors (the “Board”) in connection with an “evergreen” provision contained in the 2017 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2017 Plan may be increased by the Board as of the first day of each fiscal year, starting in 2018 and ending in 2027, by a number of shares of Class A common stock that does not exceed 5.0% of the total number of shares of all classes of common stock outstanding on the last day of the preceding fiscal year. On January 24, 2019, the Board approved an increase to the shares reserved for issuance under the 2017 Plan as of August 4, 2019, the first day of the Registrant’s 2020 fiscal year, by the number of shares of the Registrant’s Class A common stock equal to 5% of the total number of shares of capital stock outstanding on August 3, 2019, the final day of the Registrant’s 2019 fiscal year.
- (3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$18.29 per share, the average of the high and low prices of the Registrant’s Class A common stock on September 27, 2019 as reported on the Nasdaq Global Select Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Stitch Fix, Inc. (the “Registrant”) for the purpose of registering additional securities of Registrant’s Class A common stock that have become reserved for issuance by the board of directors of the Registrant (the “Board”) in connection with an “evergreen” provision in the 2017 Equity Incentive Plan (the “2017 Plan”), which provides that the total number of shares subject to such plan may be increased by the board of directors as of the first day of each fiscal year, starting in 2018 and ending in 2027, by a number of shares of Class A common stock that does not exceed 5.0% of the total number of shares of all classes of common stock outstanding on the last day of the preceding fiscal year. On January 24, 2019, the Board approved an increase to the shares reserved for issuance under the 2017 Plan as of August 4, 2019, the first day of the Registrant’s 2020 fiscal year, by the number of shares of the Registrant’s Class A common stock equal to 5% of the total number of shares of capital stock outstanding on August 3, 2019, the final day of the Registrant’s 2019 fiscal year. These additional shares of Registrant’s Class A common stock are securities of the same class as other securities for which an original Registration Statement on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on November 17, 2017 (File No. 333-221650). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of such prior Registration Statement.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended August 3, 2019 filed with the Commission on October 2, 2019.
 - (b) The description of the Registrant’s Class A common stock that is contained in a registration statement on Form 8-A filed on November 13, 2017 (File No. 001-38291) under the Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.
 - (c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.
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ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporation by Reference				Filed or Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of Stitch Fix, Inc.	8-K	001-38291	3.1	11/21/2017	
4.2	Amended and Restated Bylaws of Stitch Fix, Inc.	8-K	001-38291	3.2	11/21/2017	
4.3	Form of Class A Common Stock Certificate.	S-1/A	333-221014	4.1	11/6/2017	
5.1*	Opinion of Cooley LLP.					X
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).					X
23.2*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.					X
24.1*	Power of Attorney (included on the signature page).					X
99.1	Stitch Fix, Inc. 2017 Incentive Plan.	10-K	001-38291	10.4	10/3/2018	
99.2	Forms of stock option grant notice, stock option agreement and notice of exercise under the Stitch Fix, Inc. 2017 Incentive Plan.	S-1/A	333-221014	10.5	11/6/2017	
99.3	Forms of restricted stock unit grant notice and award agreement under the Stitch Fix, Inc. 2017 Incentive Plan.	S-1/A	333-221014	10.6	11/6/2017	

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Katrina Lake, Paul Yee and Scott Darling, and each or any one of them, 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 their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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 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 and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Katrina Lake</u> Katrina Lake	Founder, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	October 2, 2019
<u>/s/ Paul Yee</u> Paul Yee	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	October 2, 2019
<u>/s/ Steven Anderson</u> Steven Anderson	Director	October 2, 2019
<u>/s/ J. William Gurley</u> J. William Gurley	Director	October 2, 2019
<u>/s/ Marka Hansen</u> Marka Hansen	Director	October 2, 2019
<u>/s/ Kirsten Lynch</u> Kirsten Lynch	Director	October 2, 2019
<u>/s/ Sharon McCollam</u> Sharon McCollam	Director	October 2, 2019
<u>/s/ Mikkel Svane</u> Mikkel Svane	Director	October 2, 2019
<u>/s/ Elizabeth Williams</u> Elizabeth Williams	Director	October 2, 2019



Jodie M. Bourdet
+1 415 693 2054
jbourdet@cooley.com

October 2, 2019

Stitch Fix, Inc.
1 Montgomery Street, Suite 1500
San Francisco, CA 94104

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Stitch Fix, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 5,069,874 shares of the Company's Class A Common Stock, par value \$0.00002 per share (the "**Shares**"), issuable pursuant to the Company's 2017 Incentive Plan (the "**2017 Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the 2017 Plan, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (d) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents by all persons other than the Company where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate executed by an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2017 Plan and the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).



October 2, 2019
Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Jodie M. Bourdet
Jodie M. Bourdet

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 October 2, 2019, relating to the consolidated financial statements of Stitch Fix, Inc. and its subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting because of material weaknesses), appearing in the Annual Report on Form 10-K of Stitch Fix, Inc. for the year ended August 3, 2019.

/s/ Deloitte & Touche LLP

San Francisco, California

October 2, 2019