

**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. 2011 Equity Incentive Plan  
Stitch Fix, Inc. 2017 Incentive Plan**  
(Full titles of the plans)

**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  
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 B common stock, par value \$0.00002 per share				
- 2011 Equity Incentive Plan	10,210,695 shares(2)	\$8.84 (3)	\$90,238,539.00	\$11,234.70
Class A common stock, par value \$0.00002 per share				

- 2017 Incentive Plan	6,927,129 shares(4)	\$15.00 (5)	\$103,906,935.00	\$12,936.42
- 2011 Equity Incentive Plan	10,210,695 shares(6)	—(7)	—	—
Total	27,348,519 shares	N/A	\$194,145,474.00	\$24,171.12

- (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 common stock that become issuable under the above-named plans 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 or Class B common stock, as applicable.
- (2) Represents shares of Class B common stock reserved for issuance upon the exercise of outstanding stock options granted under the 2011 Equity Incentive Plan (the “2011 Plan”) as of the date of this Registration Statement. The 2011 Plan has been terminated and no further stock or option grants will be made pursuant to the 2011 Plan. Any shares subject to outstanding stock options or other stock awards under the 2011 Plan that expire, terminate without being exercised in full, are forfeited due to failure to vest or are settled in cash will become available for issuance pursuant to awards granted under the 2017 Incentive Plan (the “2017 Plan”). See footnote 4 below.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h). The price per share and aggregate offering price are based upon the weighted average exercise price of the outstanding stock options granted under the 2011 Plan of \$8.837649 per share.
- (4) Represents shares of Class A common stock reserved for future issuance under the 2017 Plan. Pursuant to the terms of the 2017 Plan, any shares subject to outstanding stock options or other stock awards under the 2011 Plan that expire, terminate without being exercised in full, are forfeited due to failure to vest or are settled in cash will become available for issuance pursuant to awards granted under the 2017 Plan. See footnote 2 above. The 2017 Plan also provides that the number of shares reserved for issuance under the 2017 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.
- (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$15.00 per share of Class A common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-221014) declared effective on November 16, 2017.
- (6) Represents shares of Class A common stock issuable upon conversion of Class B common stock underlying options outstanding under the 2011 Plan as of the date of this Registration Statement.
- (7) Pursuant to Rule 457(i), there is no fee associated with the registration of shares of Class A common stock issuable upon conversion of shares of any Class B common stock (a convertible security) being registered under this Registration Statement because no additional consideration will be received in connection with the conversion of shares of Class B common stock.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

## PART II

### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by Stitch Fix, Inc. (the "Registrant") with the Commission are incorporated by reference into this Registration Statement:

(a) The Registrant's prospectus filed on November 17, 2017 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-221014), which contains the audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.

(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.

### ITEM 4. DESCRIPTION OF SECURITIES

See the description of the Registrant's Class A and Class B common stock contained in the Registration Statement on Form S-1 (File No. 333-221014).

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act.

The Registrant's amended and restated certificate of incorporation that will be in effect upon the completion of the initial public offering permits indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law, and the Registrant's amended

and restated bylaws that will be in effect upon the completion of the initial public offering provide that the Registrant will indemnify its directors and officers and permit the Registrant to indemnify its employees and other agents, in each case to the maximum extent permitted by the Delaware General Corporation Law.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of the Registrant's directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his capacity as such.

#### **ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED**

Not applicable.

## ITEM 8. EXHIBITS

Exhibit Number	Description
4.1(1)	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.</u></a>
4.2(2)	<a href="#"><u>Form of Amended and Restated Certificate of Incorporation of the Registrant, to become effective upon the closing of the Registrant's initial public offering.</u></a>
4.3(3)	<a href="#"><u>Amended and Restated Bylaws of the Registrant, as currently in effect.</u></a>
4.4(4)	<a href="#"><u>Form of Amended and Restated Bylaws of the Registrant, to become effective upon the closing of the Registrant's initial public offering.</u></a>
4.5(5)	<a href="#"><u>Form of Class A Common Stock Certificate.</u></a>
4.6	<a href="#"><u>Form of Class B Common Stock Certificate.</u></a>
5.1	<a href="#"><u>Opinion of Cooley LLP.</u></a>
10.1(6)	<a href="#"><u>Stitch Fix, Inc. 2011 Equity Incentive Plan.</u></a>
10.2(7)	<a href="#"><u>Forms of grant notice, stock option agreement, notice of exercise and early exercise of stock purchase agreement under the Stitch Fix, Inc. 2011 Equity Incentive Plan.</u></a>
10.3(8)	<a href="#"><u>Stitch Fix, Inc. 2017 Incentive Plan.</u></a>
10.4(9)	<a href="#"><u>Forms of grant notice, stock option agreement and notice of exercise under the Stitch Fix, Inc. 2017 Incentive Plan.</u></a>
10.5(10)	<a href="#"><u>Forms of restricted stock unit grant notice and Restricted Stock Unit award agreement under the Stitch Fix, Inc. 2017 Incentive Plan.</u></a>
23.1	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm.</u></a>
23.2	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page).</u></a>

- 
- (1) Filed with the Commission on October 19, 2017 as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (2) Filed with the Commission on October 19, 2017 as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (3) Filed with the Commission on October 19, 2017 as Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (4) Filed with the Commission on October 19, 2017 as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (5) Filed with the Commission on November 6, 2017 as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (6) Filed with the Commission on October 19, 2017 as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (7) Filed with the Commission on October 19, 2017 as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (8) Filed with the Commission on November 6, 2017 as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (9) Filed with the Commission on November 6, 2017 as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.
  - (10) Filed with the Commission on November 6, 2017 as Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 333-221014) and incorporated herein by reference.

## ITEM 9. UNDERTAKINGS

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the City of San Francisco, State of California, on November 17, 2017.

**STITCH FIX, INC.**

By: /s/ Katrina Lake

**Katrina Lake**

**Founder, Chief Executive Officer and Director**

## 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>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Katrina Lake</u> Katrina Lake	Founder, Chief Executive Officer and Director (Principal Executive Officer)	November 17, 2017
<u>/s/ Paul Yee</u> Paul Yee	Chief Financial Officer (Principal Financial and Accounting Officer)	November 17, 2017
<u>/s/ Steven Anderson</u> Steven Anderson	Director	November 17, 2017
<u>/s/ J. William Gurley</u> J. William Gurley	Director	November 17, 2017
<u>/s/ Marka Hansen</u> Marka Hansen	Director	November 17, 2017
<u>/s/ Sharon McCollam</u> Sharon McCollam	Director	November 17, 2017



# STITCH FIX

NUMBER
SB

SHARES

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that

is the record holder of

**FULLY PAID AND NONASSESSABLE SHARES OF CLASS B COMMON STOCK, \$0.00002 PAR VALUE, OF STITCH FIX, INC.**

transferable on the books of the corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

PRESIDENT



SECRETARY

COUNTERSIGNED AND REGISTERED:  
 AMERIPRI STOCK TRANSFER & TRUST COMPANY, LLC  
 (NEW YORK, NY)  
 TRANSFER AGENT  
 AND REGISTRAR

AUTHORIZED SIGNATURE

HERFORD BANKNOTE





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

November 17, 2017

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

**Re: Registration 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 by the Company of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to (a) 10,210,695 shares of the Company's Class B Common Stock, par value \$0.00002 per share (the "**Class B 2011 Plan Shares**"), issuable pursuant to the Company's 2011 Equity Incentive Plan, as amended (the "**2011 Plan**"), and (b) 17,137,824 shares of the Company's Class A Common Stock, par value \$0.00002 per share (the "**Class A Common Stock**"), consisting of (i) 10,210,695 shares of Class A Common Stock (the "**Class A 2011 Plan Shares**") issuable pursuant to the 2011 Plan and (ii) 6,927,129 shares of Class A Common Stock (together with the Class B 2011 Plan Shares and the Class A 2011 Plan Shares, the "**Shares**"), issuable pursuant to the Company's 2017 Incentive Plan (together with the 2011 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, the Plans and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem 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.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

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 Plans, the Registration Statement and related prospectuses, 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).

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

Cooley LLP 101 California Street 5th Floor San Francisco, CA 94111-5800  
t: (415) 693-2000 f: (415) 693-2222 cooley.com



Sincerely,

**COOLEY LLP**

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

Cooley LLP 101 California Street 5th Floor San Francisco, CA 94111-5800  
t: (415) 693-2000 f: (415) 693-2222 cooley.com

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 October 18, 2017, relating to the consolidated financial statements of Stitch Fix, Inc. and its subsidiaries (“the Company”), appearing in the Prospectus dated November 16, 2017 filed by the Company, pursuant to Rule 424(b) under the Securities Act of 1933, relating to the Company’s registration statement No. 333-221014 on Form S-1.

/s/ Deloitte & Touche LLP

San Francisco, California  
November 16, 2017