

**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)

**Elizabeth Spaulding
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
3 Embarcadero Center, 20th Floor
San Francisco, California 94111
(415) 693-2000**

**Scott Darling
Casey O'Connor
Molly Johnson
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	5,397,777 shares (2)	\$35.43 (3)	\$191,243,239.11	\$20,864.64

- (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 Class A common stock of Stitch Fix, Inc. (the “Registrant”) 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, as applicable.
 - (2) Represents shares of Class A common stock that were added to the shares reserved for future issuance under the Registrant’s 2017 Incentive Plan (the “2017 Plan”) on August 1, 2021 pursuant to 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 Registrant’s Board of Directors (the “Board”), or the Compensation Committee of the Board (the “Compensation Committee”), 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 July 28, 2021, the Board approved an increase to the shares reserved for issuance under the 2017 Plan as of August 1, 2021, the first day of the Registrant’s 2022 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 July 31, 2021, the final day of the Registrant’s 2021 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 \$35.43 per share, the average of the high and low prices of the Registrant’s Class A common stock on September 20, 2021 as reported on the Nasdaq Global Select Market.
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EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering 5,397,777 shares of Class A common stock issuable to eligible persons under the 2017 Plan, which Class A common stock is in addition to the shares of Class A common stock registered on the Registrant's [Form S-8](#) filed on November 17, 2017 (File No. 333-221650), on the Registrant's [Form S-8](#) filed on October 2, 2019 (File No. 333-234058), and on the Registrant's [Form S-8](#) filed on August 14, 2020 (File No. 333-246358) (collectively, the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements to the extent relating to the registration of Class A common stock issuable under the 2017 Plan are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporation by Reference				Filed or Furnished
		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 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 Restricted Stock Unit award agreement under the Stitch Fix, Inc. 2017 Incentive Plan.	S-1/A	333-221014	10.6	11/6/2017	

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 September 27, 2021.

STITCH FIX, INC.

By: /s/ Elizabeth Spaulding

Elizabeth Spaulding

Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Elizabeth Spaulding, Dan Jedda 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/ Elizabeth Spaulding</u> Elizabeth Spaulding	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	September 27, 2021
<u>/s/ Dan Jedda</u> Dan Jedda	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	September 27, 2021
<u>/s/ Steven Anderson</u> Steven Anderson	Director	September 27, 2021
<u>/s/ J. William Gurley</u> J. William Gurley	Director	September 27, 2021
<u>/s/ Marka Hansen</u> Marka Hansen	Director	September 27, 2021
<u>/s/ Kirsten Lynch</u> Kirsten Lynch	Director	September 27, 2021
<u>/s/ Sharon McCollam</u> Sharon McCollam	Director	September 27, 2021
<u>/s/ Mikkel Svane</u> Mikkel Svane	Director	September 27, 2021
<u>/s/ Elizabeth Williams</u> Elizabeth Williams	Director	September 27, 2021
<u>/s/ Neal Mohan</u> Neal Mohan	Director	September 27, 2021
<u>/s/ Michael Smith</u> Michael Smith	Director	September 27, 2021
<u>/s/ Katrina Lake</u> Katrina Lake	Founder and Director	September 27, 2021



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

September 27, 2021

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 5,397,777 shares of the Company's Class A Common Stock, par value \$0.00002 per share (the "**Shares**"), reserved for issuance pursuant to the Company's 2017 Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the 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 of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due execution and delivery of all documents by all persons other than the Company where execution and delivery are prerequisites 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 independently verified 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 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).

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



September 27, 2021

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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

Cooley LLP 101 California Street 5th Floor San Francisco, CA 94111-5800
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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 September 27, 2021, relating to the consolidated financial statements and internal control over financial reporting of Stitch Fix, Inc. and its subsidiaries (the “Company”), appearing in the Annual Report on Form 10-K of Stitch Fix, Inc. for the year ended July 31, 2021.

/s/ Deloitte & Touche LLP

San Francisco, California

September 27, 2021