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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER

THE SECURITIES ACT OF 1933

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LegalZoom.com, Inc.  
(Exact name of Registrant as Specified in Its Charter)

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Delaware  
(State or Other Jurisdiction  
of Incorporation)

95-4752856  
(IRS Employer  
Identification No.)

101 North Brand Boulevard, 11th Floor  
Glendale, California  
(Address of Principal Executive Offices)

91203  
(Zip Code)

LegalZoom.com, Inc. 2021 Equity Incentive Plan  
LegalZoom.com, Inc. 2021 Employee Stock Purchase Plan  
(Full titles of plans)

Dan Wernikoff  
Chief Executive Officer  
101 North Brand Boulevard, 11th Floor  
Glendale, California 91203  
(323) 962-8600

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

*Copies to:*

C. Thomas Hopkins  
Jodie Bourdet  
Logan Tiari  
Cooley LLP  
1333 2nd Street, Suite 400  
Santa Monica, California 90401  
(310) 883-6400

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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 checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Emerging growth company	<input 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.

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## INTRODUCTION

This Registration Statement on Form S-8 is filed by LegalZoom.com, Inc., a Delaware corporation (the "Registrant"), pursuant to General Instruction E to Form S-8, to register (i) 9,426,923 additional shares of the Registrant's common stock, \$0.001 par value per share ("LZ Common Stock"), issuable pursuant to future awards that may be granted under the Registrant's 2021 Equity Incentive Plan (the "2021 Plan") and (ii) 2,828,077 additional shares of LZ Common Stock issuable pursuant to future awards that may be granted under the Registrant's 2021 Employee Stock Purchase Plan (the "ESPP" and together with the "2021 Plan" the "Plans"). In accordance with such instruction, the Registrant hereby incorporates herein by reference the prior Registration Statements on Form S-8 filed by the Registrant with respect to the Plans on June 30, 2021 (SEC File No. 333-257577), March 24, 2022 (SEC File No. 333-263819) and March 1, 2023 (SEC File No. 333-270178) together with all exhibits filed therewith or incorporated therein by reference.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 8.

### Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of LegalZoom.com, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35618) filed with the Securities and Exchange Commission on July 2, 2021).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of LegalZoom.com, Inc. (incorporated by reference to Exhibit 3.4 to Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-256803) filed with the Securities and Exchange Commission on June 21, 2021).</u></a>
4.3	<a href="#"><u>Form of LegalZoom.com, Inc.'s Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-256803) filed with the Securities and Exchange Commission on June 21, 2021).</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Cooley LLP</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of 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 to this registration statement).</u></a>
99.1	<a href="#"><u>LegalZoom.com, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-256806) filed with the Securities and Exchange Commission on June 21, 2021).</u></a>
99.2	<a href="#"><u>LegalZoom.com, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-256803) filed with the Securities and Exchange Commission on June 21, 2021).</u></a>
<a href="#"><u>107*</u></a>	<a href="#"><u>Filing Fee Table.</u></a>

\*Filed herewith.

**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 Glendale, State of California, on February 29, 2024.

**LegalZoom.com, Inc.**

Date: February 29, 2024

By: /s/ Dan Wernikoff

**Dan Wernikoff**  
**Chief Executive Officer**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dan Wernikoff and Noel Watson, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully so or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Dan Wernikoff Dan Wernikoff	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 29, 2024
/s/ Noel Watson Noel Watson	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 29, 2024
/s/ Elizabeth Hamren Elizabeth Hamren	Director	February 29, 2024
/s/ John Murphy John Murphy	Director	February 29, 2024
/s/ Jeffrey Stibel Jeffrey Stibel	Director	February 29, 2024
/s/ Neil Tolaney Neil Tolaney	Director	February 29, 2024
/s/ Christine Wang Christine Wang	Director	February 29, 2024
/s/ Sivan Whiteley Sivan Whiteley	Director	February 29, 2024

## CALCULATION OF FILING FEE TABLE

Form S-8

LegalZoom.com, Inc.

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)(2)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, to be issued pursuant to future awards under the 2021 Equity Incentive Plan	457(a)	9,426,923	\$10.73 <sup>(3)</sup>	\$101,150,883.79 <sup>(3)</sup>	\$147.60 per \$1,000,000	\$14,929.87
Equity	Common Stock, par value \$0.001 per share to be issued pursuant to future awards under the 2021 Employee Stock Purchase Plan	457(a)	2,828,077	\$9.12 <sup>(4)</sup>	\$25,792,062.24 <sup>(4)</sup>	\$147.60 per \$1,000,000	\$3,806.91
<b>Total Offering Amounts</b>			12,255,000		\$126,942,946.03		\$18,736.78
<b>Total Fee Offsets</b>							\$0
<b>Net Fee Due</b>							\$18,736.78

- (1) In addition to the number of shares of the common stock, par value \$0.001 per share (the “Common Stock”), of the Registrant stated above, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional shares of Common Stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
- (2) Represents additional shares of Common Stock that were automatically added to the shares reserved for future issuance under the Registrant’s 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan (together, the “Plans”) pursuant to certain provisions of the Plans that provide for an automatic increase in the share reserve each year in accordance with a formula set forth in the applicable Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant’s Common Stock on the Nasdaq Global Select Market on February 23, 2024.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant’s Common Stock on the Nasdaq Global Select Market on February 23, 2024 multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 Employee Stock Purchase Plan.



C. Thomas Hopkins  
T: +1 310 883 6417  
thopkins@cooley.com

February 29, 2024

LegalZoom.com, Inc.  
101 North Brand Boulevard, 11th Floor  
Glendale, California

**Re: LegalZoom.com, Inc. – Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to LegalZoom.com, 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 (the "Commission") covering the offering of up to 12,255,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), consisting of (i) 9,426,923 shares of Common Stock issuable under the Company's 2021 Equity Incentive Plan (the "2021 Plan") and (ii) 2,828,077 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the "Plans").

In connection with this opinion, we have examined and relied upon (i) the Registration Statement and related prospectuses, (ii) the Company's certificate of incorporation, and bylaws, each as currently in effect, (iii) the Plans and (iv) such other records, documents, opinions, 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 authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed solely 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 Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur. We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ C. Thomas Hopkins  
C. Thomas Hopkins

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of LegalZoom.com, Inc. of our report dated February 29, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in LegalZoom.com, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP  
Los Angeles, California  
February 29, 2024