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

FORM S-8
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933

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

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)

2021 Equity Incentive Plan
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:
Michael A. Titera
Allison Balick
Gibson, Dunn & Crutcher LLP
3161 Michelson Drive
Irvine, California 92612
(949) 451-4365

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.

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) 9,541,639 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 2021 Equity Incentive Plan (the "2021 Plan") and (ii) 5,833,752 additional shares of LZ Common Stock issuable pursuant to future awards that may be granted under the 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) and March 24, 2022 (SEC File No. 333-263819), 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	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).
4.2	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).
4.3	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).
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to this registration statement).
99.1	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).
99.2	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).
107*	Filing Fee Table.

*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 Los Angeles, State of California, on March 1, 2023.

LegalZoom.com, Inc.

Date: March 1, 2023

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.

Signature	Title	Date
/s/ Dan Wernikoff Dan Wernikoff	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 1, 2023
/s/ Noel Watson Noel Watson	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 1, 2023
/s/ Dipanjan Deb Dipanjan Deb	Director	March 1, 2023
/s/ Neil Tolaney Neil Tolaney	Director	March 1, 2023
/s/ John Murphy John Murphy	Director	March 1, 2023
/s/ Dipan Patel Dipan Patel	Director	March 1, 2023
/s/ Brian Ruder Brian Ruder	Director	March 1, 2023
/s/ Jeffrey Stibel Jeffrey Stibel	Director	March 1, 2023
/s/ Christine Wang Christine Wang	Director	March 1, 2023
/s/ Elizabeth Hamren Elizabeth Hamren	Director	March 1, 2023
/s/ Sivan Whiteley Sivan Whiteley	Director	March 1, 2023

GIBSON DUNN

Gibson, Dunn & Crutcher LLP

2029 Century Park East
Los Angeles, CA 90067-3026
Tel 310.552.8500
www.gibsondunn.com

March 1, 2023

LegalZoom.com, Inc.
101 North Brand Boulevard, 11th Floor
Glendale, California 91203

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of LegalZoom.com, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 15,375,391 shares of the Company's Common Stock, par value \$0.001 per share (the "Shares"). The Shares are to be issued under the LegalZoom.com, Inc. 2021 Equity Incentive Plan and the LegalZoom.com, Inc. 2021 Employee Stock Purchase Plan (collectively, the "Plans").

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies, of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and sold against payment therefor in accordance with the terms set forth in the applicable Plan as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

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 March 1, 2023 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, 2022.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California

March 1, 2023

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 ⁽¹⁾⁽²⁾	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)	9,541,639	\$8.60 ⁽³⁾	\$82,058,095.40 ⁽³⁾	\$110.20 per \$1,000,000	\$9,042.80
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)	5,833,752	\$7.31 ⁽⁴⁾	\$42,644,727.12 ⁽⁴⁾	\$110.20 per \$1,000,000	\$4,699.45
Total Offering Amounts			15,375,391		\$124,702,822.52		\$13,742.25
Total Fee Offsets							\$0
Net Fee Due							\$13,742.25

- (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 24, 2023.
- (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 24, 2023 multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 Employee Stock Purchase Plan.