

As filed with the Securities and Exchange Commission on February 20, 2024

Registration No. 333-

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Snap One Holdings Corp.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

82-1952221  
(I.R.S. Employer  
Identification No.)

1800 Continental Boulevard, Suite 200  
Charlotte, North Carolina 28273  
(704) 927-7620

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Snap One Holdings Corp. 2021 Equity Incentive Plan  
Snap One Holdings Corp. 2021 Employee Stock Purchase Plan  
(Full title of the plans)

JD Ellis  
Chief Legal Officer  
1355 West Innovation Way, Suite 125  
Lehi, Utah 84043  
(801) 523-3100

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

*With copies to:*  
William B. Brentani  
Heidi Mayon  
Simpson Thacher & Bartlett LLP  
2475 Hanover Street  
Palo Alto, California 94304  
Tel: (650) 251-5000  
Fax: (650) 251-5002

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

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of:

- (i.) Registering an additional 1,624,911 shares of common stock, par value \$0.01 per share (“Common Stock”), of Snap One Holdings Corp. (the “Company”) reserved for issuance under the Snap One Holdings Corp. 2021 Employee Equity Incentive Plan (the “Equity Incentive Plan”). These additional shares of Common Stock are additional securities of the same class as other securities for which an original registration statement (File No. [333-258212](#)) on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on July 28, 2021 (the “2021 Registration Statement”). These additional shares of Common Stock become reserved for issuance as a result of the operation of the “evergreen” provision of the Equity Incentive Plan, which provides that on the first day of each fiscal year during the period beginning on and including January 1, 2022 and ending on and including July 17, 2031, the number of shares available for issuance under the Equity Incentive Plan will be increased pursuant to a specified formula.
- (ii.) Registering an additional 346,434 shares of Common Stock of the Company reserved for issuance under the Snap One Holdings Corp. 2021 Employee Stock Purchase Plan (the “ESPP”). These additional shares of Common Stock are additional securities of the same class as other securities listed on the 2021 Registration Statement. These additional shares of Common Stock become reserved for issuance as a result of the operation of the “evergreen” provision of the ESPP, which provides that on the first day of each calendar year during the period beginning on and including January 1, 2022 and ending on and including January 1, 2031, the number of shares available for issuance under the ESPP will be increased pursuant to a specified formula.

Pursuant to General Instruction E to Form S-8, the contents of the 2021 Registration Statement are incorporated by reference into this Registration Statement, to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- (a) [The Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2022, filed with the Commission on March 15, 2023 \(the “Form 10-K”\) \(as amended by Amendment No. 1 to the Form 10-K, filed with the Commission on June 30, 2023\);](#)
- (b) [The Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended: March 31, 2023, filed with the Commission on May 10, 2023 \(as amended by Amendment No. 1 to the Form 10-Q, filed with the Commission on June 30, 2023\); June 30, 2023, filed with the Commission on August 9, 2023; and September 29, 2023, filed with the Commission on November 8, 2023;](#)
- (c) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Company's 10-K referred to in (a) above, excluding any documents or portions of such documents that are furnished under Item 2.02 or Item 7.01 of a current report on Form 8-K and any exhibits included with such Item; and
- (d) [The description of the Company's securities contained in Exhibit 4.2 of the Company's 10-K referred to in \(a\) above, including any amendment or report filed for the purpose of updating such description.](#)

All documents that the Company subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement (except for any portions of the Company's Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission) and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such 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 other subsequently filed document which also is or 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 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description of Document</u>
4.1	<a href="#">Third Amended and Restated Certificate of Incorporation of Snap One Holdings Corp. (incorporated by reference to Exhibit 3.1 of the Registrant's Form 10-Q for the quarterly period ending June 25, 2021, as filed with the Commission on August 27, 2021).</a>
4.2	<a href="#">Second Amended and Restated Bylaws of Snap One Holdings Corp. (incorporated by reference to Exhibit 3.2 of the Registrant's Form 10-Q for the quarterly period ending June 25, 2021, as filed with the Commission on August 27, 2021).</a>
5.1*	<a href="#">Opinion of Simpson Thacher &amp; Bartlett LLP.</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
23.2*	<a href="#">Consent of Simpson Thacher &amp; Bartlett LLP (included as part of Exhibit 5.1).</a>
24.1*	<a href="#">Powers of Attorney (included in the signature pages to this Registration Statement).</a>
107*	<a href="#">Filing Fee Table.</a>
99.1	<a href="#">Snap One Holdings Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.8 of Snap One Holdings Corp.'s Registration Statement, as filed with the SEC on July 19, 2021 (hereinafter the "Registration Statement filed on July 19").</a>
99.2	<a href="#">Amendment No. 1 to the 2021 Equity Incentive Plan, dated as of February 15, 2023 (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed on February 16, 2023).</a>
99.3	<a href="#">Snap One Holdings Corp. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.12 filed with Snap One Holdings Corp's Registration Statement filed on July 19, 2021).</a>

\* Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, Georgia, on February 20, 2024.

Snap One Holdings Corp.

By:

/s/ John Heyman

Name: John Heyman

Title: Chief Executive Officer

The undersigned directors and officers of Snap One Holdings Corp. hereby constitute and appoint John Heyman, Michael Carlet and JD Ellis and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys in fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any or all amendments, including post effective amendments to the Registration Statement and all other documents in connection therewith to be filed with the SEC, 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 and about the premises, 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 as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereto.

Pursuant to the requirements of the Securities Act, this registration statement and power of attorney have been signed by the following persons in the capacities indicated on February 20, 2024.

Signature	Title
<hr/> /s/ John Heyman John Heyman	Chief Executive Officer and Director (Principal Executive Officer)
<hr/> /s/ Michael Carlet Michael Carlet	Chief Financial Officer (Principal Financial and Accounting Officer)
<hr/> /s/ Erik Ragatz Erik Ragatz	Chairman of the Board
<hr/> /s/ Jacob Best Jacob Best	Director
<hr/> /s/ Thomas Hendrickson Thomas Hendrickson	Director
<hr/> /s/ Annmarie Neal Annmarie Neal	Director
<hr/> /s/ Adalio Sanchez Adalio Sanchez	Director
<hr/> /s/ Kenneth R. Wagers III Kenneth R. Wagers III	Director
<hr/> /s/ Amy S. Vanden-Eykel Amy Steel Vanden-Eykel	Director

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**Snap One Holdings Corp.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit <sup>(3)</sup>	Maximum Aggregate Offering Price <sup>(3)</sup>	Fee Rate	Amount of Registration Fee
Equity <sup>(1)</sup>	Common Stock	Other	1,624,911	\$7.915	\$12,861,171	0.00014760	\$1,898.31
Equity <sup>(2)</sup>	Common Stock	Other	346,434	\$7.915	\$2,742,025	0.00014760	\$404.72
<b>Total Offering Amounts</b>					\$15,603,196		\$2,303.03
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							<b>\$2,303.03</b>

- (1) Covers common stock, par value \$0.01 per share, of Snap One Holdings Corp. (“Common Stock”) under the Snap One Holdings Corp. 2021 Employee Equity Incentive Plan (the “Equity Incentive Plan”) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, an indeterminate number of additional shares of Common Stock that may be offered and issued under the Equity Incentive Plan to prevent dilution resulting from stock splits, stock distributions or similar transactions.
- (2) Covers Common Stock under the Snap One Holdings Corp. 2021 Employee Stock Purchase Plan (the “ESPP”) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, an indeterminate number of additional shares of Common Stock that may be offered and issued under the ESPP to prevent dilution resulting from stock splits, stock distributions or similar transactions.
- (3) Calculated pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act based on a price of \$7.915 per share of Common Stock, which is the average of the high and low price per share of Common Stock as reported by the Nasdaq Global Select Market on February 14, 2024.

# Simpson Thacher & Bartlett LLP

2475 Hanover Street  
Palo Alto, CA 94304

telephone: +1-650-251-5000  
facsimile: +1-650-251-5002

Direct Dial Number

E-mail Address

February 20, 2024

Snap One Holdings Corp.  
1800 Continental Boulevard, Suite 200  
Charlotte, North Carolina 28273

Ladies and Gentlemen:

We have acted as counsel to Snap One Holdings Corp., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended, relating to the issuance by the Company of an aggregate of up to 1,971,345 shares (the “Shares”) of common stock, par value \$0.01 per share (“Common Stock”), of the Company, consisting of (i) up to 1,624,911 shares of Common Stock that may be issued by the Company pursuant to the Snap One Holdings Corp. 2021 Equity Incentive Plan (the “Equity Incentive Plan”) and (ii) up to 346,434 shares of Common Stock that may be issued by the Company pursuant to the Snap One Holdings Corp. 2021 Employee Stock Purchase Plan (the “ESPP”) and, together with the Equity Incentive Plan, the “Plans”).

We have examined the Registration Statement, the Third Amended and Restated Certificate of Incorporation of the Company and the Plans, each of which has been filed with the Commission as an exhibit to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, upon issuance and delivery in accordance with the Plans, the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

NEW YORK    BEIJING    BRUSSELS    HONG KONG    HOUSTON    LONDON    LOS ANGELES    SÃO PAULO    TOKYO    WASHINGTON, D.C.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

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SIMPSON THACHER & BARTLETT LLP



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 March 14, 2023, relating to the financial statements of Snap One Holdings Corp., appearing in the Annual Report on Form 10-K of Snap One Holdings Corp. for the year ended December 30, 2022.

/s/ DELOITTE & TOUCHE LLP

Charlotte, NC  
February 20, 2024