

As filed with the Securities and Exchange Commission on March 27, 2023.

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 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  
Daniel N. Webb  
Kelli C. Schultz  
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 registering an additional 186,347 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 Stock Purchase Plan (the “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 Plan, which provides that on the first day of each calendar year beginning on and including January 1, 2022 and ending on and including January 1, 2031, the number of shares available for issuance under the Plan 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 \(the “Form 10-K”\);](#)
- (b) [The Company's Current Reports on Form 8-K filed with the Commission on February 16, 2023;](#)
- (c) [The description of the Company's securities contained in Exhibit 4.2 of 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, including any amendment or report filed for the purpose of updating such description.](#)

All documents that the Registrant 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 Registrant’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:

<b>Exhibit Number</b>	<b>Description of Document</b>
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>
4.3	<a href="#">Snap One Holdings Corp. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.12 filed with the Registrant's Registration Statement on Form S-1 filed with the Commission on July 19, 2021)</a>
4.4	<a href="#">Stockholders Agreement, dated as of July 27, 2021 among Snap One Holdings Corp. and the other parties named therein (incorporated by reference to Exhibit 10.1 of the Registrant's Form 10-Q for the quarterly period ending June 25, 2021 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>

\* 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 Charlotte, North Carolina, on March 27, 2023.

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 March 27, 2023.

Signature	Title
<hr/> <div>/s/ John Heyman</div> <hr/> <div>Name: John Heyman</div>	Chief Executive Officer, Director (Principal Executive Officer)
<hr/> <div>/s/ Michael Carlet</div> <hr/> <div>Name: Michael Carlet</div>	Chief Financial Officer (Principal Financial and Accounting Officer)
<hr/> <div>/s/ Erik Ragatz</div> <hr/> <div>Name: Erik Ragatz</div>	Chairman of the Board
<hr/> <div>/s/ Jacob Best</div> <hr/> <div>Name: Jacob Best</div>	Director
<hr/> <div>/s/ Thomas T. Hendrickson</div> <hr/> <div>Name: Thomas T. Hendrickson</div>	Director
<hr/> <div>/s/Annmarie Neal</div> <hr/> <div>Name: Annmarie Neal</div>	Director
<hr/> <div>/s/Adalio Sanchez</div> <hr/> <div>Name: Adalio Sanchez</div>	Director
<hr/> <div>/s/Amy Steel Vanden-Eykel</div> <hr/> <div>Name: Amy Steel Vanden-Eykel</div>	Director
<hr/> <div>/s/Kenneth R. Wagers III</div> <hr/> <div>Name: Kenneth R. Wagers III</div>	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 Titles	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Other	186,347	\$ 9.12	\$ 1,699,485	0.00011020	\$ 187.28
<b>Total Offering Amounts</b>					\$ 1,699,485		\$ 187.28
<b>Total Fee Offsets</b>							\$ —
<b>Net Fee Due</b>							\$ 187.28

- (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 Stock Purchase Plan (the “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 Plan to prevent dilution resulting from stock splits, stock distributions or similar transactions.
- (2) Calculated pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act based on a price of \$9.12 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 March 20, 2023.

# Simpson Thacher & Bartlett llp

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palo alto, ca 94304

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

Direct Dial Number

E-mail Address

March 27, 2023

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 186,347 shares (the “Shares”) of common stock, par value \$0.01 per share (“Common Stock”), of the Company, pursuant to the Snap One Holdings Corp. 2021 Employee Stock Purchase Plan (the “Plan”).

We have examined the Registration Statement, the Third Amended and Restated Certificate of Incorporation of the Company and the Plan, 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 Plan, the Shares will be validly issued, fully paid and nonassessable.

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

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.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP  
SIMPSON THACHER & BARTLETT LLP

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement No. 333-258212 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  
March 27, 2023