

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

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

**EverCommerce Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

81-4063248  
(I.R.S. Employer  
Identification Number)

3601 Walnut Street, Suite 400  
Denver, Colorado  
(Address of Principal Executive Offices)

80205  
(Zip Code)

**Amended & Restated 2016 Equity Incentive Plan  
2021 Incentive Award Plan  
2021 Employee Stock Purchase Plan  
(Full Title of the Plan)**

**Eric Remer  
Chief Executive Officer  
EverCommerce Inc.  
3601 Walnut Street, Suite 400  
Denver, Colorado 80205  
(720) 647-4948**

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

*Copies to:*

**Lisa Storey  
General Counsel  
EverCommerce Inc.  
3601 Walnut Street, Suite 400  
Denver, Colorado 80205  
(720) 647-4948**

**Marc D. Jaffe  
Benjamin J. Cohen  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022  
(212) 906-1200**

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

**CALCULATION OF REGISTRATION FEE**

Title of Each Class 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
Common Stock, \$0.00001 par value per share				

Amended & Restated 2016 Equity Incentive Plan	15,067,907 (2)	\$8.83 (3)	\$133,049,619	\$14,516
2021 Incentive Award Plan	22,000,000 (4)	\$17.00 (5)	\$374,000,000	\$40,804
2021 Employee Stock Purchase Plan	4,500,000 (6)	\$17.00 (5)	\$76,500,000	\$8,347
<b>TOTAL</b>	41,567,907	–	\$583,549,619	\$63,667

- (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 the Registrant’s common stock that become issuable under the Amended & Restated 2016 Equity Incentive Plan, as amended (the “2016 Plan”), the 2021 Incentive Award Plan (the “2021 Plan”) and the 2021 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Represents 15,067,907 shares of common stock issuable upon the exercise of outstanding options under the 2016 Plan as of July 6, 2021.
- (3) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$8.83 per share (rounded up to the nearest cent) for outstanding stock options granted under the 2016 Plan.
- (4) Represents 22,000,000 shares initially available for issuance under the 2021 Plan.
- (5) Pursuant to Rule 457(h) of the Securities Act, and solely for the purposes of calculating the amount of the registration fee, the proposed maximum offering price is based on the initial public offering price of the common stock (\$17.00 per share).
- (6) Represents 4,500,000 shares of common stock reserved for issuance under the ESPP.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information.

Not required to be filed with this Registration Statement.

#### Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents, which have been filed or will be filed by the Registrant with the United States Securities and Exchange Commission (the "Commission") pursuant to the Securities Act with respect to item (a) below and the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), with respect to item (b) below are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) The Registrant's [prospectus](#) dated June 30, 2021, filed with the Commission pursuant to Rule 424(b) under the Securities Act, relating to the registration statement on [Form S-1](#), as amended (File No. 333-256641), and all amendments to such registration statement; and
- (b) the description of the Registrant's common stock contained in the Registrant's registration statement on [Form 8-A](#) (File No. 001-40575), filed with the Commission on July 1, 2021, together with any amendment thereto filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement that indicates that all securities then remaining unsold shall be deregistered, shall be deemed to be incorporated by reference in the registration statement and to be a part thereof from the date of the filing of such documents.

For purposes of this registration statement and the related prospectus, any statement contained in a document incorporated or deemed to be incorporated by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in a subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or replaces such statement. Any statement so modified shall not be deemed in its unmodified form to constitute part of this registration statement or the related prospectus.

#### Item 4. Description of Securities.

See the description of the common stock contained in the registration statement on Form S-1, as amended (File No. 333-256641) and all amendments to such registration statement.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

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## **Item 6. Indemnification of Directors and Officers.**

The Registrant is governed by the Delaware General Corporation Law, or DGCL. Section 145 of the DGCL provides that a corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was or is an officer, director, employee or agent of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such officer, director, employee or agent acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the corporation's best interest and, for criminal proceedings, had no reasonable cause to believe that such person's conduct was unlawful. A Delaware corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or contemplated action or suit by or in the right of such corporation, under the same conditions, except that such indemnification is limited to expenses (including attorneys' fees) actually and reasonably incurred by such person, and except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to such corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter therein, the corporation must indemnify that person against the expenses (including attorneys' fees) which such officer or director actually and reasonably incurred in connection therewith.

The Registrant's amended and restated certificate of incorporation authorizes the indemnification of its officers and directors, consistent with Section 145 of the DGCL.

Reference is made to Section 102(b)(7) of the DGCL, which enables a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, which provides for liability of directors for unlawful payments of dividends or unlawful stock purchase or redemptions or (iv) for any transaction from which a director derived an improper personal benefit.

The Registrant has entered into indemnification agreements with each of its directors and officers. These indemnification agreements may require the Registrant, among other things, to indemnify its directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of the Registrant's directors or officers, or any of its subsidiaries or any other company or enterprise to which the person provides services at the Registrant's request.

The Registrant maintains a general liability insurance policy that covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers. In any underwriting agreement the Registrant enters into in connection with the sale of common stock being registered hereby, the underwriters will agree to indemnify, under certain conditions, the Registrant, its directors, its officers and persons who control the Registrant within the meaning of the Securities Act against certain liabilities.

## **Item 7. Exemption from Registration Claimed.**

Not applicable.

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**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>Incorporated by Reference Date</b>	<b>Number</b>	<b>Filed Herewith</b>
4.1	<a href="#">Third Amended and Restated Certificate of Incorporation, as in effect before the initial public offering</a>	S-1/A	06/23/21	3.1	
4.2	<a href="#">Amended and Restated Certificate of Incorporation, as in effect upon the closing of the initial public offering</a>	S-1/A	06/23/21	3.2	
4.3	<a href="#">Amended and Restated Bylaws, as in effect before the initial public offering</a>	S-1/A	06/23/21	3.3	
4.4	<a href="#">Amended and Restated Bylaws, as in effect upon the closing of the initial public offering</a>	S-1	05/28/21	3.4	
4.5	<a href="#">Form of Certificate of Common Stock</a>	S-1/A	06/23/21	4.1	
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP</a>				X
23.1	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>				X
23.2	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>				X
24.1	<a href="#">Power of Attorney (included on signature page)</a>				X
99.1	<a href="#">Amended &amp; Restated 2016 Equity Incentive Plan and related form agreements thereunder</a>	S-1	05/28/21	10.2	
99.2(a)	<a href="#">EverCommerce Inc. 2021 Incentive Award Plan and related form agreements thereunder</a>	S-1/A	06/23/21	10.6	
99.2(b)	<a href="#">Form of RSU Agreement under the EverCommerce Inc. 2021 Incentive Award Plan</a>	S-1/A	06/23/21	10.6.1	
99.2(c)	<a href="#">Form of Option Agreement under the EverCommerce Inc. 2021 Incentive Award Plan</a>	S-1/A	06/23/21	10.6.2	
99.3	<a href="#">EverCommerce Inc. 2021 Employee Stock Purchase Plan</a>	S-1/A	06/23/21	10.7	

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## Item 9. Undertakings.

(a) The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## 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 Denver, State of Colorado, on this 6th day of July, 2021.

### EverCommerce Inc.

By: /s/ Eric Remer  
Eric Remer  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Eric Remer, Matthew Feierstein, Marc Thompson and Lisa Storey, and each of them, with full power of substitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act for him or her 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 to file this registration statement, 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 order to effectuate the same as fully, to all intents and purposes, as they or 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, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eric Remer</u> Eric Remer	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	July 6, 2021
<u>/s/ Marc Thompson</u> Marc Thompson	Chief Financial Officer <i>(Principal Financial Officer)</i>	July 6, 2021
<u>/s/ Lee Dabberdt</u> Lee Dabberdt	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	July 6, 2021
<u>/s/ Penny Baldwin-Leonard</u> Penny Baldwin-Leonard	Director	July 6, 2021
<u>/s/ Jonathan Durham</u> Jonathan Durham	Director	July 6, 2021
<u>/s/ Kimberly Ellison-Taylor</u> Kimberly Ellison-Taylor	Director	July 6, 2021
<u>/s/ Mark Hastings</u> Mark Hastings	Director	July 6, 2021
<u>/s/ John Marquis</u> John Marquis	Director	July 6, 2021
<u>/s/ Joseph Osnoss</u> Joseph Osnoss	Director	July 6, 2021
<u>/s/ Richard A. Simonson</u> Richard A. Simonson	Director	July 6, 2021
<u>/s/ Debby Soo</u> Debby Soo	Director	July 6, 2021

LATHAM & WATKINS<sup>LLP</sup>

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## FIRM / AFFILIATE OFFICES

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Milan	

July 6, 2021

EverCommerce Inc.  
 3601 Walnut Street, Suite 400  
 Denver, Colorado 80205

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to EverCommerce Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of 41,567,907 shares of common stock, par value \$0.00001 per share (the “*Shares*”), issuable under the Company’s Amended & Restated 2016 Equity Incentive Plan (the “*2016 Plan*”), 2021 Incentive Award Plan (the “*2021 Plan*”) and 2021 Employee Stock Purchase Plan (together with the 2016 Plan and the 2021 Plan, the “*Plans*”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on July 6, 2021 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectuses, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Amended & Restated 2016 Equity Incentive Plan, 2021 Incentive Award Plan and the 2021 Employee Stock Purchase Plan of EverCommerce Inc. of our report dated March 31, 2021, with respect to the consolidated financial statements of EverCommerce Inc. for the year ended December 31, 2020 included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-256641) and the related Prospectus of EverCommerce Inc. filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Denver, Colorado

July 6, 2021

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