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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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**EverCommerce Inc.**  
(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of Incorporation or organization)

81-4063248  
(I.R.S. Employer Identification No.)

3601 Walnut Street, Suite 400  
Denver, Colorado 80205  
(Address of principal executive offices) (Zip code)

2021 Incentive Award Plan  
2021 Employee Stock Purchase Plan  
(Full title of the plans)

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Eric Remer  
Chief Executive Officer  
EverCommerce Inc.  
3601 Walnut Street, Suite 400  
Denver, Colorado 80205  
Telephone: (720) 647-4948  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

Marc D. Jaffe  
Benjamin J. Cohen  
Jenna B. Cooper  
Latham & Watkins LLP  
1271 Avenue of the Americas  
New York, New York 10020  
(212) 906-1200

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

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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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 14,772,618 and 3,783,813 shares of the Registrant's common stock to be issued pursuant to the EverCommerce Inc. 2021 Incentive Award Plan ("2021 Plan") and the EverCommerce Inc. 2021 Employee Stock Purchase Plan ("2021 ESPP"), respectively, and for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

### INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statement on Form S-8 (File Nos. [333-268321](#) and [333-257707](#)), filed with the Securities and Exchange Commission, relating to the 2021 Plan and the 2021 ESPP, are incorporated herein by reference.

#### Item 8. Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant, dated July 6, 2021 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40575) filed on July 9, 2021).</a>
4.2	<a href="#">Amended and Restated Bylaws of the Registrant, dated July 6, 2021 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40575) filed on July 9, 2021).</a>
5.1*	<a href="#">Opinion of Latham &amp; Watkins LLP</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm</a>
23.2*	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on signature page).</a>
99.1	<a href="#">EverCommerce Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1/A (File No. 333-256641), filed on June 23, 2021 with the Commission).</a>
99.1.1	<a href="#">Form of RSU Agreement under the EverCommerce Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.6.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-256641), filed on June 23, 2021 with the Commission).</a>
99.1.2	<a href="#">Form of Option Agreement under the EverCommerce Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.6.2 to the Registrant's Registration Statement on Form S-1/A (File No. 333-256641), filed on June 23, 2021 with the Commission).</a>
99.2	<a href="#">EverCommerce Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1/A (File No. 333-256641), filed on June 23, 2021 with the Commission).</a>
107.1*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 March 14, 2024.

**EverCommerce Inc.**

By: /s/ Eric Remer

Eric Remer

*Chief Executive Officer*

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## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Eric Remer, Marc Thompson and Lisa Storey, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules 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 or desirable to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ Eric Remer</i> Eric Remer	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 14, 2024
<hr/> <i>/s/ Marc Thompson</i> Marc Thompson	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 14, 2024
<hr/> <i>/s/ Ryan H. Siurek</i> Ryan H. Siurek	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 14, 2024
<hr/> <i>/s/ Richard A. Simonson</i> Richard A. Simonson	Director	March 14, 2024
<hr/> <i>/s/ Kimberly Ellison-Taylor</i> Kimberly Ellison-Taylor	Director	March 14, 2024
<hr/> <i>/s/ Mark Hastings</i> Mark Hastings	Director	March 14, 2024
<hr/> <i>/s/ John Marquis</i> John Marquis	Director	March 14, 2024
<hr/> <i>/s/ Joseph Osnoss</i> Joseph Osnoss	Director	March 14, 2024
<hr/> <i>/s/ Penny Baldwin-Leonard</i> Penny Baldwin-Leonard	Director	March 14, 2024
<hr/> <i>/s/ John Rudella</i> John Rudella	Director	March 14, 2024
<hr/> <i>/s/ Debby Soo</i> Debby Soo	Director	March 14, 2024

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**LATHAM & WATKINS** LLP

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March 14, 2024

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

Re: Registration Statement on Form S-8; 18,556,431 shares of common stock, par value \$0.00001 per share, of EverCommerce Inc.

To the addressee set forth above:

We have acted as special counsel to EverCommerce Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission of a registration statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the issuance of up to 18,556,431 shares of the Company’s common stock, par value \$0.00001 per share (the “Shares”), which may be issued pursuant to the Company’s 2021 Incentive Award Plan (the “2021 Plan”) and the 2021 Employee Stock Purchase Plan (the “2021 ESPP”) and, together with the 2021 Plan, the “Plans”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance 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 the foregoing and 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 only as to the General Corporation Law of the State of Delaware, as amended (the “DCGL”), 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 recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the 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 DGCL.

**LATHAM & WATKINS** LLP

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 Securities 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 Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Incentive Award Plan and 2021 Employee Stock Purchase Plan of EverCommerce Inc. of our report dated March 14, 2024, with respect to the consolidated financial statements of EverCommerce Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Denver, Colorado  
March 14, 2024

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**Calculation of Filing Fee Tables**

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

**EverCommerce Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1—Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.00001 par value per share	Rule 457(c) and Rule 457(h)	18,556,431 (2)	\$9.62 (3)	\$178,512,866.22	\$147.60 per \$1,000,000	\$26,348.50
<b>Total Offering Amounts</b>					\$178,512,688.22		\$26,348.50
<b>Total Fee Offsets (4)</b>							\$0
<b>Net Fee Due</b>							\$26,348.50

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 14,772,618 shares of common stock issuable under the EverCommerce Inc. 2021 Incentive Award Plan (the “2021 Plan”) pursuant to the terms of the 2021 Plan and an additional 3,783,813 shares of common stock issuable under the EverCommerce Inc. 2021 Employee Stock Purchase Plan (the “ESPP”) pursuant to the terms of the ESPP.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of EverCommerce Inc.’s (the “Registrant”) common stock as reported on The Nasdaq Global Select Market on March 8, 2024.
- (4) The Registrant does not have any fee offsets.