

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

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

Allbirds, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-3999983
(I.R.S. Employer
Identification No.)

**730 Montgomery Street
San Francisco, CA 94111
(628) 225-4848**
(Address of principal executive offices, including zip code)

**Allbirds, Inc. 2021 Equity Incentive Plan
Allbirds, Inc. 2021 Employee Stock Purchase Plan**
(Full titles of the plans)

**Joseph Zwillinger, Chief Executive Officer
Allbirds, Inc.
730 Montgomery Street
San Francisco, CA 94111
(628) 225-4848**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Ann Mitchell
Chief Financial Officer
Allbirds, Inc.
730 Montgomery Street
San Francisco, CA 94111
(628) 225-4848**

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.

**EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SHARES**

Pursuant to General Instruction E of Form S-8, Allbirds, Inc. (the “*Registrant*”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “*Commission*”) for the purpose of registering (i) 6,203,785 additional shares of its Class A common stock under the 2021 Equity Incentive Plan (the “*2021 Plan*”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2021 Plan on January 1, 2024, and (ii) 1,550,946 additional shares of its Class A common stock under the 2021 Employee Stock Purchase Plan (the “*2021 ESPP*,” and together with the 2021 Plan the “*Plans*”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2021 ESPP on January 1, 2024. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Class A common stock for issuance under the Plans on a Registration Statement on [Form S-8](#) filed with the Commission on November 3, 2021 (File No. 333-260696), a Registration Statement on [Form S-8](#) filed with the Commission on March 28, 2022 (File No. 333-263892) and a Registration Statement on [Form S-8](#) filed with the Commission on March 10, 2023 (File No. 333-270456). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above except as set forth below.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on March 12, 2024 (File No. 001-40963).
- (b) The description of the Registrant’s Class A common stock that is contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on October 25, 2021 (File No. 001-40963) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), as updated by [Exhibit 4.3](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, including any amendment or report filed for the purpose of updating such description.
- (c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and 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 subsequently filed document that also 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

| Exhibit Number | Description | Incorporated by Reference | | | |
|----------------|--|---------------------------|-------------|---------|--------------------|
| | | Schedule Form | File Number | Exhibit | Filing Date |
| 4.1 | Ninth Amended and Restated Certificate of Incorporation of Allbirds, Inc. | 8-K | 001-40963 | 3.1 | November 5, 2021 |
| 4.2 | Amended and Restated Bylaws of Allbirds, Inc. | 8-K | 001-40963 | 3.1 | August 21, 2023 |
| 4.3 | Form of Class A Common Stock Certificate. | S-1/A | 333-259188 | 4.1 | September 15, 2021 |
| 5.1* | Opinion of Holland & Hart LLP. | | | | |
| 23.1* | Consent of Holland & Hart LLP (included in Exhibit 5.1). | | | | |
| 23.2* | Consent of Deloitte & Touche LLP, independent registered public accounting firm. | | | | |
| 24.1* | Power of Attorney (included on the signature page of this Form S-8). | | | | |
| 99.1 | Allbirds, Inc. 2021 Equity Incentive Plan and forms of agreements thereunder. | S-1/A | 333-256693 | 10.3 | October 25, 2021 |
| 99.2 | Allbirds, Inc. 2021 Employee Stock Purchase Plan. | 10-Q | 001-40963 | 10.2 | December 7, 2021 |
| 107* | Filing Fee Table. | | | | |

* 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 San Francisco, State of California, on March 12, 2024.

ALLBIRDS, INC.

By: /s/ Joseph Zwillinger

Joseph Zwillinger

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joseph Zwillinger and Ann Mitchell, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 the same, 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 connection therewith, 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 and agents or any of them, 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.

| Signature | Title | Date |
|---|--|----------------|
| <u>/s/ Joseph Zwillinger</u> Joseph Zwillinger | Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | March 12, 2024 |
| <u>/s/ Ann Mitchell</u> Ann Mitchell | Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | March 12, 2024 |
| <u>/s/ Neil Blumenthal</u> Neil Blumenthal | Director | March 12, 2024 |
| <u>/s/ Dick Boyce</u> Dick Boyce | Director | March 12, 2024 |
| <u>/s/ Timothy Brown</u> Timothy Brown | Chief Innovation Officer and Director | March 12, 2024 |
| <u>/s/ Mandy Fields</u> Mandy Fields | Director | March 12, 2024 |
| <u>/s/ Ann Freeman</u> Ann Freeman | Director | March 12, 2024 |
| <u>/s/ Dan Levitan</u> Dan Levitan | Director | March 12, 2024 |

CALCULATION OF FILING FEE TABLES

Form S-8

Allbirds, Inc.

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount to be Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|----------------------------|---|----------------------|--|---|---|-----------|----------------------------|
| Equity | Class A common stock, \$0.0001 par value per share, reserved for future issuance pursuant to the Registrant's 2021 Equity Incentive Plan | Other ⁽⁴⁾ | 6,203,785 ⁽²⁾ | \$0.88 ⁽⁴⁾ | \$ 5,431,724 | 0.0001476 | \$ 802 |
| Equity | Class A common stock, \$0.0001 par value per share, reserved for future issuance pursuant to the Registrant's 2021 Employee Stock Purchase Plan | Other ⁽⁵⁾ | 1,550,946 ⁽³⁾ | \$0.75 ⁽⁵⁾ | \$ 1,163,210 | 0.0001476 | \$ 172 |
| Total Offering Amounts | | | | | \$ 6,594,934 | — | \$ 974 |
| Total Fees Previously Paid | | | | | — | — | — |
| Total Fee Offsets | | | | | — | — | — |
| Net Fee Due | | | | | — | — | \$ 974 |

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of Class A common stock of Allbirds, Inc. (the “*Registrant*”) that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “*2021 Plan*”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock, as applicable.
- (2) Represents shares of Class A common stock that were added to the shares reserved for future issuance under the 2021 Plan on January 1, 2024, pursuant to an evergreen provision contained in the 2021 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1 of each year for a period of 10 years, beginning on January 1, 2022 and continuing through (and including) January 1, 2031, in an amount equal to 4% of the total number of shares of the Registrant’s common stock (both Class A and Class B) outstanding on December 31 of the immediately preceding year, except that, before the date of any such increase, the Registrant’s board of directors may determine that the increase for such year will be a lesser number of shares.
- (3) Represents shares of Class A common stock that were added to the shares reserved for future issuance under the 2021 ESPP on January 1, 2024, pursuant to an evergreen provision contained in the 2021 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2021 ESPP will

automatically increase on January 1 of each year for a period of 10 years, beginning on January 1, 2022 and continuing through (and including) January 1, 2031, by the lesser of (a) 1% of the total number of shares of the Registrant's common stock (both Class A and Class B) outstanding on December 31 of the immediately preceding year and (b) 2,850,000 shares, except that, before the date of any such increase, the Registrant's board of directors may determine that the increase for such year will be less than the amount set forth in clauses (a) and (b).

- (4) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of \$0.88 per share, which is the average of the high and low selling prices per share of the Registrant's Class A common stock on March 7, 2024 as reported on the Nasdaq Global Select Market.
- (5) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon \$0.88, which is the average of the high and low selling prices per share of the Registrant's Class A common stock on March 7, 2024 as reported on the Nasdaq Global Select Market multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.

March 12, 2024

Allbirds, Inc.
730 Montgomery Street
San Francisco, CA 94111

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Allbirds, Inc., a Delaware public benefit corporation (the “*Company*”), in connection with its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “*Commission*”) on the date hereof (the “*Registration Statement*”), pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”). Pursuant to the Registration Statement, the Company is registering for issuance 7,754,731 shares (the “*Shares*”) of the Company’s Class A common stock, par value \$0.0001 per share (“*Class A Common Stock*”), consisting of (a) 6,203,785 shares of Class A Common Stock issuable pursuant to the Company’s 2021 Equity Incentive Plan (the “*2021 Plan*”), and (b) 1,550,946 shares of Class A Common Stock issuable pursuant to the Company’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*,” and together with the 2021 Plan, the “*Plans*”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act in connection with the Registration Statement, and no opinion is expressed or may be implied herein as to any matter pertaining to the contents of the Registration Statement other than as to the valid issuance of the Shares.

As the basis for the opinion hereinafter expressed, we have reviewed originals or copies of the following:

- A. an executed copy of the Registration Statement and the related prospectuses;
- B. the Ninth Amended and Restated Certificate of Incorporation of the Company, as currently in effect;
- C. the Amended and Restated Bylaws of the Company, as amended through August 17, 2023, and as currently in effect;
- D. the Plans;
- E. a certificate of good standing covering the Company, issued by the Secretary of State of the State of Delaware as of a recent date (the “*Good Standing Certificate*”); and
- F. such resolutions, records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

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 have assumed for purposes of this opinion: (a) information contained in documents reviewed by us is true, complete and correct; (b) the genuineness and authenticity of all signatures on original documents; (c) the accuracy and completeness of all documents delivered to us and the authenticity of all documents submitted to us as originals; (d) the conformity to originals of all documents submitted to us as copies; (e) the accuracy, completeness and authenticity of certificates of public officials; (f) the legal capacity of all natural persons; and (g) the due authorization, execution and delivery of all documents by parties other than the Company.

Location
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Contact
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www.hollandhart.com

We are opining herein as to the Delaware General Corporation Law, as amended, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction, or as to any matters of municipal law or the laws of any local agencies within any state.

Based on the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that the Shares have been duly authorized for issuance pursuant to the Plans and, when issued in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We expressly disavow any obligation to advise you with respect to future changes in law or in our knowledge or as to any event or change of condition occurring subsequent to the date of this letter. 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 the filing of this opinion as Exhibit 5.1 to the Registration Statement. 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/ Holland & Hart 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 12, 2024 relating to the financial statements of Allbirds, Inc. appearing in the Annual Report on Form 10-K of Allbirds, Inc. for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California

March 12, 2024