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

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

The Honest Company, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**12130 Millennium Drive, #500
Los Angeles, California**
(Address of Principal Executive Offices)

90-0750205
(IRS employer
identification number)

90094
(Zip Code)

**2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan**
(Full titles of the plans)

**Nikolaos Vlahos
Chief Executive Officer
12130 Millennium Drive, #500
Los Angeles, California 90094
(888) 862-8818**
(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:
**C. Thomas Hopkins
Siana Lowrey
Cooley LLP
1333 2nd Street, Suite 400
Santa Monica, California 90401
(310) 883-6400**

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
Non-accelerated filer

Smaller reporting company
Accelerated filer

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

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional (i) 3,660,485 shares of Common Stock, \$0.0001 par value per share (the “**Common Stock**”) of The Honest Company, Inc. (the “**Registrant**”) issuable pursuant to The Honest Company, Inc. 2021 Equity Incentive Plan (the “**2021 Plan**”), and (ii) an additional 915,121 shares of Common Stock of the Registrant issuable pursuant to The Honest Company, Inc. 2021 Employee Stock Purchase Plan (the “**ESPP**”). These additional shares of Common Stock are securities of the same class as other securities for which an original registration statement on Form S-8 (File No. [333-255848](#)) was filed with the Securities and Exchange Commission (the “**Commission**”) on May 6, 2021. These additional shares of Common Stock have become reserved for issuance as a result of the operation of an “evergreen” provision of each of the 2021 Plan and ESPP, which provides that the total number of shares subject to each such plan will be increased on the first day of each fiscal year pursuant to a specified formula.

PART II

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 contents of the earlier registration statement on Form S-8 relating to each of the 2021 Plan and the ESPP, previously filed with the Commission on May 6, 2021 (File No. [333-255848](#));

(b) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021, which includes audited financial statements for the Registrant’s latest fiscal year, filed with the Commission on March 28, 2022 (the “[2021 10-K](#)”);

(c) The description of the Registrant’s Common Stock contained in a registration statement on Form 8-A/A filed with the Commission on May 3, 2021 (File No. [001-40378](#)) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.2](#) of the 2021 10-K; and

(d) All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except as to any portion of any future annual, quarterly or current report of the Registrant or document that is not deemed filed under such provisions. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) “furnished” on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document 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 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 exhibits to this Registration Statement are listed below:

Exhibit Number	Exhibit Description
4.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40378), filed with the Commission on May 11, 2021).
4.2	Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40378), filed with the Commission on May 11, 2021).
5.1*	Opinion of Cooley LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Cooley LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page of this registration statement).
99.1	The Honest Company, Inc. 2021 Equity Incentive Plan and forms of agreements thereunder (incorporated herein by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 (File No. 333-255848), filed with the Commission on May 6, 2021).
99.2	The Honest Company, Inc. 2021 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 99.3 to the Registrant's Registration Statement on Form S-8 (File No. 333-255848), filed with the Commission on May 6, 2021).
107*	Filing Fee Table

* Filed herewith

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 Los Angeles, State of California on March 28, 2022.

The Honest Company, Inc.

By: /s/ Nikolaos Vlahos
Nikolaos Vlahos
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Nikolaos Vlahos, Kelly Kennedy, and Brendan Sheehey and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and 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 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 their or his or her substitutes or substitute, 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 on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Nikolaos Vlahos</u> Nikolaos Vlahos	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	<u>March 28, 2022</u>
<u>/s/ Kelly J. Kennedy</u> Kelly J. Kennedy	Executive Vice President, Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	<u>March 28, 2022</u>
<u>/s/ Jessica Warren</u> Jessica Warren	Chief Creative Officer and Director	<u>March 28, 2022</u>
<u>/s/ James D. White</u> James D. White	Director	<u>March 28, 2022</u>
<u>/s/ Katie Bayne</u> Katie Bayne	Director	<u>March 28, 2022</u>
<u>/s/ Scott Dahnke</u> Scott Dahnke	Director	<u>March 28, 2022</u>
<u>/s/ Susan Gentile</u> Susan Gentile	Director	<u>March 28, 2022</u>
<u>/s/ Eric Liaw</u> Eric Liaw	Director	<u>March 28, 2022</u>
<u>/s/ Jeremy Liew</u> Jeremy Liew	Director	<u>March 28, 2022</u>
<u>/s/ Avik Pramanik</u> Avik Pramanik	Director	<u>March 28, 2022</u>

Calculation of Filing Fee Tables
Form S-8
 (Form Type)

The Honest Company, Inc.
 (Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities							
Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Other ⁽²⁾	3,660,485 ⁽³⁾	\$4.60 ⁽²⁾	\$16,838,231	.0000927	\$1,561
Equity	Common Stock	Other ⁽⁴⁾	915,121 ⁽⁵⁾	\$3.91 ⁽⁴⁾	\$3,578,125	.0000927	\$332
Total Offering Amounts				–	\$20,416,356	–	\$1,893
Total Fees Previously Paid				–	–	–	–
Total Fee Offsets				–	–	–	–
Net Fee Due				–	–	–	\$1,893

- (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 Registrant’s Common Stock, \$0.0001 par value per share (the “**Common Stock**”) that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant’s Common Stock.
- (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$4.60 per share, the average of the high and low prices of the Registrant’s Common Stock on March 25, 2022 as reported on the Nasdaq Global Select Market.
- (3) Represents shares of Common Stock that were automatically added to the shares reserved for issuance under the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”), on January 1, 2022 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 automatically increase on January 1st of each year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (i) 4.0% of the total number of shares of the Registrant’s Common Stock outstanding on December 31st of the immediately preceding calendar year, and (ii) a lesser number determined by the Registrant’s board of directors.
- (4) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of 85% of \$4.60 per share, the average of the high and low prices of the Registrant’s Common Stock on March 25, 2022 as reported on the Nasdaq Global Select Market. Under the terms of the Registrant’s 2021 Employee Stock Purchase Plan (the “**ESPP**”) the purchase price of the shares of Common Stock issuable thereunder will be 85% of the lower of the fair market value of the Common Stock on the first or last day of the offering period.
- (5) Represents shares of Common Stock that were automatically added to the shares reserved for issuance under the Registrant’s ESPP, on January 1, 2022 pursuant to an “evergreen” provision contained in the ESPP. Pursuant to such provision, the number of shares reserved for issuance under the ESPP automatically increase on January 1st of each year, starting on January 1, 2022 and continuing through January 1, 2031, by the lowest of (i) 1% of the total number of shares of the Registrant’s Common Stock outstanding on December 31st of the preceding calendar year and (ii) 3,525,000 shares of Common Stock, or a lesser number determined by the Registrant’s board of directors.

March 28, 2022

The Honest Company, Inc.
12130 Millennium Drive, #500
Los Angeles, CA 90094

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to The Honest Company, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to 4,575,606 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (a) 3,660,485 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 EIP**") and (b) 915,121 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, the Plans and originals or copies certified to our satisfaction of such other 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 assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 3 Embarcadero Center, 20th Floor, San Francisco, CA 94111
Tel: 415.774.2000

We consent to the filing of this opinion as an exhibit to the Registration Statement.



The Honest Company, Inc.
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Sincerely,

Cooley LLP

By: /s/ Siana E. Lowrey
Siana E. Lowrey

Cooley LLP 3 Embarcadero Center, 20th Floor, San Francisco, CA 94111
t: (415) 693 2000 f: (415) 693 2222 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of The Honest Company, Inc. of our report dated March 28, 2022 relating to the financial statements, which appears in The Honest Company's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
March 28, 2022