

As filed with the Securities and Exchange Commission on March 3, 2022

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

1STDIBS.COM, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3389618
(I.R.S. Employer
Identification No.)

51 Astor Place, 3rd Floor
New York, New York
(Address of principal executive offices)

10003
(Zip Code)

1stdibs.com, Inc. 2021 Stock Incentive Plan
1stdibs.com, Inc. 2021 Employee Stock Purchase Plan
(Full titles of the plans)

David S. Rosenblatt
Chief Executive Officer
1stdibs.com, Inc.
51 Astor Place, 3rd Floor
New York, New York 10003
(Name and address of agent for service)

(212) 627-3927
(Telephone number, including area code, of agent for service)

Copies to:

Ronald A. Fleming, Jr.
Pillsbury Winthrop Shaw Pittman LLP
31 West 52nd Street
New York, New York 10019
(212) 858-1000

Davina K. Kaile
Pillsbury Winthrop Shaw Pittman LLP
2550 Hanover Street
Palo Alto, California 94304
(650) 233-4500

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.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

PART I
INFORMATION REQUIRED IN THE PROSPECTUS

General Instruction E Information

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed with the U.S. Securities and Exchange Commission (the “Commission”) for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same employee benefit plan is effective. Specifically, this Registration Statement is being filed to register additional shares of the Registrant’s common stock for issuance under the 1stdibs.com, Inc. 2021 Stock Incentive Plan (the “2021 Plan”) and the 1stdibs.com, Inc. 2021 Employee Stock Purchase Plan, pursuant to the provisions of such plans that provide for automatic annual increases in the number of shares reserved for issuance thereunder and, in the case of the 2021 Plan, pursuant to provisions that provide that shares of common stock that were available for issuance under the 1stdibs.com, Inc. 2011 Stock Option and Grant Plan (the “2011 Plan”), upon completion of the Registrant’s initial public offering, will be available for issuance under the 2021 Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statement on Form S-8 filed with the Commission on June 10, 2021 (File No. 333-256985), excluding reports that the Registrant filed with the Commission that were incorporated into such Registration Statement in order to maintain current information about the Registrant, pursuant to General Instruction E to Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by 1stdibs.com, Inc. (the “Registrant”) with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 3, 2022;
- (b) The Registrant’s Current Reports on Form 8-K, filed on February 28, 2022 and March 1, 2022 (to the extent filed and not furnished); and
- (c) The description of the Registrant’s common stock contained in [Exhibit 4.2](#) of the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (excluding any portions thereof furnished by the Registrant, including, but not limited to, information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), subsequent to the filing 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 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 this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that also is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Item 8. Exhibits.

Exhibit No.

Description

4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's registration statement on Form S-1 (File No. 333-256188).
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of Ernst & Young LLP, an Independent Registered Public Accounting Firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (contained on the signature page hereto).
99.1	1stdibs.com, Inc. 2021 Stock Incentive Plan and Forms of Stock Option Agreement, Notice of Exercise, Stock Option Grant Notice, Restricted Stock Unit Agreement, and Restricted Stock Agreement thereunder (incorporated by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K filed with the Commission on March 3, 2022 (the "Form 10-K")).
99.2	1stdibs.com, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 to the Form 10-K).
107.1	Filing Fee Table.

Item 9. Undertakings.

(a) The undersigned 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;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 Commission 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 information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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 hereby which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this 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 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 Commission 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.

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 New York, New York, on March 3, 2022.

1STDIBS.COM, INC.

By: /s/ David S. Rosenblatt

David S. Rosenblatt

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David S. Rosenblatt and Tu Nguyen, and each of them, his or her true and lawful attorneys-in-fact and agents, 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 on Form S-8 and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents, 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 for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-facts and agents, or his or her substitute or resubstitute, 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, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ David S. Rosenblatt</u> David S. Rosenblatt	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 3, 2022
<u>/s/ Tu Nguyen</u> Tu Nguyen	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 3, 2022
<u>/s/ Matthew R. Cohler</u> Matthew R. Cohler	Director	March 3, 2022
<u>/s/ Lori A. Hickok</u> Lori A. Hickok	Director	March 3, 2022
<u>/s/ Andrew G. Robb</u> Andrew G. Robb	Director	March 3, 2022
<u>/s/ Brian J. Schipper</u> Brian J. Schipper	Director	March 3, 2022
<u>/s/ Paula J. Volent</u> Paula J. Volent	Director	March 3, 2022

CALCULATION OF FILING FEE TABLES

S-8
(Form Type)

1stdibs.com, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities								
Fees to Be Paid	Equity issued pursuant to 2021 Stock Incentive Plan	Common Stock, \$0.01 par value per share	Rule 457(c) and 457(h)	1,167,272 ⁽²⁾	\$9.57 ⁽⁵⁾	\$11,170,793.04	\$0.000927	\$1,035.54
	Equity issued pursuant to 2021 Stock Incentive Plan	Common Stock, \$0.01 par value per share	Rule 457(c) and 457(h)	1,899,511 ⁽³⁾	\$9.57 ⁽⁶⁾	\$18,178,320.27	\$0.000927	\$1,685.14
	Equity issued pursuant to 2021 Employee Stock Purchase Plan	Common Stock, \$0.01 par value per share	Rule 457(c) and 457(h)	379,902 ⁽⁴⁾	\$8.13 ⁽⁷⁾	\$3,090,312.82	\$0.000927	\$286.48
Fees Previously Paid								
	Total Offering Amounts					\$32,439,426.13		\$3,007.16
	Total Fees Previously Paid							—
	Total Fee Offsets							—
	Net Fee Due							\$3,007.16

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the “Securities Act”), this Registration Statement on Form S-8 (the “Registration Statement”) also covers any additional shares of common stock, \$0.01 par value per share (“Common Stock”), which become issuable under the above-named plans by reason of a stock dividend, stock split, reverse stock split, extraordinary dividend, extraordinary distribution, recapitalization, reorganization, merger, combination, consolidation, split-up, spin-off, combination, exchange of shares, rights offering, separation, reorganization, liquidation, recapitalization or any other similar transaction which results in an increase in the number of our outstanding shares of Common Stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents 1,167,272 shares of Common Stock originally reserved for issuance under the 1stdibs.com, Inc. 2011 Stock Option and Grant Plan (the “2011 Plan”) that became available for issuance under the 1stdibs.com, Inc. 2021 Stock Incentive Plan (the “2021 Plan”) upon completion of the Registrant’s initial public offering.
- (3) Represents shares of Common Stock that were automatically added to the shares reserved for issuance under 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 increases on January 1 each year, starting on January 1, 2022 and continuing through January 1, 2031 by (i) five percent (5%) of the outstanding shares of Common Stock on the last day of the immediately preceding fiscal year or (ii) such lesser amount (including zero) that the board of directors of the Registrant determines for purposes of the annual increase for such fiscal year.
- (4) Represents shares of Common Stock that were automatically added to the shares reserved for issuance under the 1stdibs.com, Inc. 2021 Employee Stock Purchase Plan (the “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 increases on January 1 each year, starting on January 1, 2022 and continuing through January 1, 2031 by the least of (i) one percent (1%) of the outstanding shares of Common Stock on the last day of the immediately preceding fiscal year, (ii) 400,000 shares of Common Stock or (iii) a lesser amount determined by the Compensation Committee of the Board or the Board.
- (5) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low sales price per share of Common Stock as reported on Nasdaq Global Market on February 24, 2022.
- (6) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low sales price per share of Common Stock as reported on Nasdaq Global Market on February 24, 2022.
- (7) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee based on 85% of the average of the high and low sales price per share of Common Stock as reported on Nasdaq Global Market on February 24, 2022. Pursuant to the ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the lower of the fair market value of Common Stock on the first trading day of the offering period or on the purchase date.

Pillsbury Winthrop Shaw Pittman LLP
2550 Hanover Street
Palo Alto, CA 94304

March 3, 2022

1stdibs.com, Inc.
51 Astor Place, 3rd Floor
New York, New York

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for 1stdibs.com, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) relating to the registration under the Securities Act of 1933 (the “Act”) of 3,446,685 shares of the Company’s common stock, \$0.01 par value per share (the “Shares”), issuable pursuant to the Company’s 2021 Stock Incentive Plan and 2021 Employee Stock Purchase Plan (collectively, the “Plans”).

We have reviewed and are familiar with such corporate proceedings and other matters as we have considered relevant or necessary for the opinions expressed in this letter. Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plans, will be validly issued, fully paid and nonassessable. The opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware, as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1stdibs.com, Inc. 2021 Stock Incentive Plan and 1stdibs.com Inc. 2021 Employee Stock Purchase Plan of our report dated March 3, 2022, with respect to the consolidated financial statements of 1stdibs.com, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
March 3, 2022