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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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**Affirm Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
Incorporation or organization)

**84-2224323**

(I.R.S. Employer  
Identification No.)

**Affirm Holdings, Inc.**  
**650 California Street**  
**San Francisco, CA 94108**  
**(415) 984-0490**

(Address of principal executive offices) (Zip code)

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**Affirm Holdings, Inc. Amended and Restated 2012 Stock Plan**  
**Affirm Holdings, Inc. 2020 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Max Levchin**  
**Chief Executive Officer**  
**Affirm Holdings, Inc.**  
**650 California Street**  
**San Francisco, CA 94108**  
**(415) 984-0490**

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

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*Copy to:*

**Katherine Adkins**  
**Chief Legal Officer**  
**Affirm Holdings, Inc.**  
**650 California Street**  
**San Francisco, California 94108**  
**(650) 984-0490**

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 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 Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<b>Class A common stock, par value \$0.00001 per share</b>				
Affirm Holdings, Inc. Amended and Restated 2012 Stock Plan	13,466,726 <sup>(2)</sup>	\$116.03 <sup>(3)</sup>	\$1,562,544,217.78	\$170,473.57
Affirm Holdings, Inc. 2020 Employee Stock Purchase Plan	2,693,345 <sup>(4)</sup>	\$116.03 <sup>(3)</sup>	\$ 312,508,820.35	\$ 34,094.71
<b>Total</b>	16,160,071	-	\$1,875,053,038.13	\$204,568.29

(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 the registrant’s Class A common stock, \$0.00001 par value per share (the “*Class A 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 that results in an increase to the number of outstanding shares of Class A common stock, as applicable.

(2) Represents additional shares of Class A common stock available for future issuance under the Affirm Holdings, Inc. Amended and Restated 2012 Stock Plan (the “*2012 Stock Plan*”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2012 Stock Plan.

(3) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based on the average of the high and low sales prices per share of the Class A common stock as reported on The Nasdaq Global Select Market (“*Nasdaq*”) on September 10, 2021 of \$116.03 per share.

(4) Represents additional shares of Class A common stock reserved for future issuance under the Affirm Holdings, Inc. 2020 Employee Stock Purchase Plan (the “*2020 ESPP*”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2020 ESPP.

**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Affirm Holdings, Inc. is filing this registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) to register 13,466,726 additional shares of Class A common stock under the 2012 Stock Plan and 2,693,345 additional shares of Class A common stock under the 2020 ESPP pursuant to the provisions of such plans providing for an automatic annual increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the registrant’s previous registration statements on Form S-8 filed with the Commission on January 13, 2021 (Registration No. 333-252068) and February 2, 2021 (Registration No. 333-252644). In accordance with the instructional note of Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Gibson Dunn &amp; Crutcher LLP</a>
23.1	Consent of Gibson Dunn & Crutcher LLP (included in Exhibit 5.1)
23.2	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accountants</a>
23.3	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accountants</a>
24.1	Power of Attorney (included on the signature page of this Form S-8)
99.1 <sup>(1)</sup>	<a href="#">Amended and Restated 2012 Stock Plan</a>
99.2 <sup>(2)</sup>	<a href="#">2020 Employee Stock Purchase Plan</a>

(1) Incorporated by reference to Exhibit 10.7 filed with the registrant’s Form 10-K for the fiscal year ended June 30, 2021, filed with the Commission on September 17, 2021.

(2) Incorporated by reference to Exhibit 10.3 filed with the registrant’s Registration Statement on Form S-1/A (File No. 333-250184), filed with the Commission on November 20, 2020.

## 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 San Francisco, State of California, on this 17<sup>th</sup> day of September, 2021.

AFFIRM HOLDINGS, INC.

By: /s/ Max Levchin

Max Levchin

Chief Executive Officer

## POWER OF ATTORNEY

The undersigned directors and officers of Affirm Holdings, Inc. hereby constitute and appoint Max Levchin, Michael Linford and Katherine Adkins, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments, including post-effective amendments to the Registration Statement, including any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462 under the Securities Act, and all other documents in connection therewith to be filed 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 and about the premises, 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 as agents or any of them, or their 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 indicated on September 17, 2021.

<b>Signature</b>	<b>Capacity</b>
<u>/s/ Max Levchin</u> Max Levchin	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)
<u>/s/ Michael Linford</u> Michael Linford	Chief Financial Officer (principal financial officer)
<u>/s/ Siphhelele Jiyane</u> Siphhelele Jiyane	VP, Controller (principal accounting officer)
<u>/s/ Jeremy Liew</u> Jeremy Liew	Director
<u>/s/ Libor Michalek</u> Libor Michalek	Director
<u>/s/ Jenny J. Ming</u> Jenny J. Ming	Director
<u>/s/ Jeremy G. Philips</u> Jeremy G. Philips	Director
<u>/s/ Christa S. Quarles</u> Christa S. Quarles	Director
<u>/s/ Keith Rabois</u> Keith Rabois	Director
<u>/s/ Jacqueline D. Reses</u> Jacqueline D. Reses	Director
<u>/s/ James D. White</u> James D. White	Director

September 17, 2021

Affirm Holdings, Inc.  
650 California Street  
San Francisco, California 94108

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Affirm Holdings, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to (i) 13,466,726 shares of the Company's Class A Common Stock, par value \$0.00001 per share (the "Class A Common Stock") to be issued under the Affirm Holdings, Inc. Amended and Restated 2012 Stock Plan (the "2012 Plan") and (ii) 2,693,345 shares of Class A Common Stock to be issued under the Affirm Holdings, Inc. 2020 Employee Stock Purchase Plan (the "ESPP" and, together with the 2012 Plan, the "Plans").

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies, of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

We have also assumed that there are no agreements or understandings between or among the Company and any participants in either of the Plans that would expand, modify or otherwise affect the terms of the respective Plan or the respective rights or obligations of the participants thereunder. Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the shares of Class A Common Stock, when issued and sold against payment therefor as set forth in the Plans, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit 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/ Gibson, Dunn & Crutcher 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 Amended and Restated 2012 Stock Plan and 2020 Employee Stock Purchase Plan of Affirm Holdings, Inc. of our report dated October 7, 2020, with respect to the consolidated financial statements of Affirm Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended June 30, 2019 included in its Annual Report (Form 10-K) for the year ended June 30, 2021.

/s/Ernst & Young LLP

San Francisco, CA  
September 16, 2021



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 September 16, 2021 relating to the financial statements of Affirm Holdings, Inc. and subsidiaries, appearing in the Annual Report on Form 10-K for the year ended June 30, 2021.

**/s/ Deloitte & Touche LLP**

San Francisco, CA

September 17, 2021