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

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

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.)

**650 California Street
San Francisco, CA 94108
(415) 960-1518**

(Address of principal executive offices) (Zip code)

**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
650 California Street
San Francisco, CA 94108
(415) 960-1518**

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

Copies to:

**Katherine Adkins
Chief Legal Officer
650 California Street
San Francisco, CA 94108
(415) 960-1518**

**Sean Feller
Gibson, Dunn & Crutcher LLP
2029 Century Park East, Suite 4000
Los Angeles, CA 90067-3026
(310) 552-8500**

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.

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

Pursuant to General Instruction E of Form S-8, Affirm Holdings, Inc. (the “**Registrant**”) is filing this registration statement on Form S-8 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) to register 15,552,652 additional shares of Class A common stock, par value \$0.00001 per share (“**Common Stock**”), under the Affirm Holdings, Inc. Amended and Restated 2012 Stock Plan (the “**2012 Stock Plan**”) and 3,110,530 additional shares of Common Stock under the Affirm Holdings, Inc. 2020 Employee Stock Purchase Plan (the “**ESPP**,” and together with the 2012 Stock Plan, the “**Plans**”) pursuant to the respective provisions of the Plans providing for an automatic annual increase in the number of shares of Common Stock reserved for issuance under the 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), February 2, 2021 (Registration No. 333-252644), September 17, 2021 (Registration No. 333-259614), August 29, 2022 (Registration No. 333-267141), and August 25, 2023 (Registration No. 333-274219). 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

| Exhibit Number | Description |
|---------------------------|--|
| 4.1 ⁽¹⁾ | Amended and Restated Certificate of Incorporation |
| 4.2 ⁽²⁾ | Amended and Restated Bylaws |
| 5.1* | Opinion of Gibson Dunn & Crutcher LLP |
| 23.1* | Consent of Gibson Dunn & Crutcher LLP (included in Exhibit 5.1) |
| 23.2* | Consent of Deloitte & Touche LLP, independent registered public accountant |
| 24.1* | Power of Attorney (included on the signature page of this Registration Statement) |
| 99.1 ⁽³⁾ | Amended and Restated 2012 Stock Plan |
| 99.2 ⁽⁴⁾ | 2020 Employee Stock Purchase Plan |
| 107.1* | Filing Fee Table |

(1) Incorporated by reference to Exhibit 3.1 filed with the Registrant’s Current Report on Form 8-K, filed with the Commission on January 15, 2021.

(2) Incorporated by reference to Exhibit 3.1 filed with the Registrant’s Current Report on Form 8-K, filed with the Commission on October 20, 2023.

(3) Incorporated by reference to Exhibit 10.3 filed with the Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2022, filed with the Commission on February 8, 2023.

(4) Incorporated by reference to Exhibit 10.3 filed with the Registrant’s Registration Statement on Form S-1/A, filed with the Commission on November 20, 2020.

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the “*Securities Act*”), 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 28th day of August, 2024.

AFFIRM HOLDINGS, INC.

By: /s/ Max Levchin

Max Levchin

Chief Executive Officer

POWER OF ATTORNEY

The undersigned directors and officers of the Registrant 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 this 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 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, this Registration Statement has been signed by the following persons in the capacities indicated on August 28, 2024.

Signature

Capacity

/s/ Max Levchin

Max Levchin

Chairman of the Board of Directors and Chief Executive Officer
(principal executive officer)

/s/ Michael Linford

Michael Linford

Chief Financial Officer (principal financial officer)

/s/ Siphhelele Jiyane

Siphhelele Jiyane

Chief Accounting Officer (principal accounting officer)

/s/ Brian D. Hughes

Brian D. Hughes

Director

/s/ Jeremy Liew

Jeremy Liew

Director

/s/ Libor Michalek

Libor Michalek

President and Director

/s/ Christa S. Quarles

Christa S. Quarles

Director

/s/ Keith Rabois

Keith Rabois

Director

/s/ Jacqueline D. Reses

Jacqueline D. Reses

Director

/s/ Manolo Sanchez

Manolo Sanchez

Director

/s/ Noel Watson

Noel Watson

Director

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
2029 Century Park East
Los Angeles, CA 90067-3026
Tel 310.552.8500
www.gibsondunn.com

August 28, 2024

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

Re: Affirm Holdings, Inc. 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 (a) 15,552,652 shares of the Company’s Class A common stock, par value \$0.00001 per share (“Common Stock”), under the Affirm Holdings, Inc. Amended and Restated 2012 Stock Plan (the “2012 Stock Plan”) and (b) 3,110,530 shares of Common Stock issuable to eligible individuals under the Affirm Holdings, Inc. 2020 Employee Stock Purchase Plan (the “ESPP” and together with the 2012 Stock Plan, the “Plans,” and such shares of Common Stock, collectively, the “Shares”).

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed 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 the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plans and against payment therefor in accordance with the terms of the form of agreement documenting the awards under which the Shares may be issued, and when the Registration Statement has become effective under the Securities Act, 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 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 this consent, 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

Abu Dhabi ñ Beijing ñ Brussels ñ Century City ñ Dallas ñ Denver ñ Dubai ñ Frankfurt ñ Hong Kong ñ Houston ñ London ñ Los Angeles
Munich ñ New York ñ Orange County ñ Palo Alto ñ Paris ñ Riyadh ñ San Francisco ñ Singapore ñ Washington, D.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated August 28, 2024 relating to the financial statements of Affirm Holdings, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended June 30, 2024.

/s/ Deloitte & Touche LLP

San Francisco, CA
August 28, 2024

Calculation of Filing Fee Tables

S-8

Affirm Holdings, Inc.

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount Registered | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-------------------------|---|----------------------|-------------------|--|----------------------------------|-----------|----------------------------|
| 1 Equity | Class A common stock, par value \$0.00001 per share | Other | 15,552,652 | \$ 29.16 | 453,515,332.32 | 0.0001476 | \$ 66,938.86 |
| 2 Equity | Class A common stock, par value \$0.00001 per share | Other | 3,110,530 | \$ 24.79 | 77,110,038.70 | 0.0001476 | \$ 11,381.44 |
| Total Offering Amounts: | | | | | \$ 530,625,371.02 | | \$ 78,320.30 |
| Total Fee Offsets: | | | | | | | \$ 0.00 |
| Net Fee Due: | | | | | | | \$ 78,320.30 |

Offering Note

1

Note 1a (applies to Offering Lines 1 and 2): Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement on Form S-8 shall also cover any additional shares of Affirm Holdings, Inc. Class A common stock, \$0.00001 par value per share (the Common Stock), that become issuable under the Affirm Holdings, Inc. Amended and Restated 2012 Stock Plan (the 2012 Stock Plan) and the Affirm Holdings, Inc. 2020 Employee Stock Purchase Plan (the 2020 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 Common Stock, as applicable.

Note 1b: The Fee Calculation Rule is 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 August 21, 2024 of \$29.16 per share.

Note 1c: The Amount Registered Represents (i) 15,552,652 additional shares of Common Stock reserved for future issuance under the 2012 Stock Plan resulting from the automatic annual increase in the number of authorized shares of Common Stock reserved and available for issuance under the 2012 Stock Plan.

2

Note 2a: The Fee Calculation Rule is 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 85% of the average of the high and low sales prices per share of the Common Stock as reported on Nasdaq on August 21, 2024 of \$24.79 per share. Pursuant to the 2020 ESPP, the purchase price of a share of Common Stock is 85% of the fair market value of the Common Stock.

Note 2b: The Amount Registered represents 3,110,530 additional shares of Common Stock reserved for future issuance under the 2020 ESPP resulting from the automatic annual increase in the number of authorized shares of Common Stock reserved and available for issuance under the 2020 ESPP.