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

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

AvidXchange Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)

86-3391192
(I.R.S. Employer
Identification No.)

**1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Michael Praeger
Chief Executive Officer
AvidXchange Holdings, Inc.
1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305**

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

**Teri E. O'Brien
Brandon J. Bortner
Paul Hastings LLP
2050 M Street NW
Washington, D.C. 20036
(202) 551-1720**

With copies to:
**Ryan Stahl
General Counsel, Senior Vice President
AvidXchange Holdings, Inc.
1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305**

**Eric Jensen
Matthew Dubofsky
David Ambler
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-259632

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 under the Securities Exchange Act of 1934:

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)(2)(3)	Amount of Registration Fee(3)
Common stock, par value \$0.001 per share	5,060,000	\$25.00	\$126,500,000	\$11,726.55

- (1) Includes 660,000 shares subject to the underwriters' option to purchase additional shares. The shares being registered under this Registration Statement are in addition to the 25,300,000 shares registered pursuant to the Registration Statement on Form S-1, as amended (File No. 333-259632).
- (2) Based on the public offering price per share.
- (3) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, for the purpose of determining the registration fee based on the public offering price per share of \$25.00. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$632,500,000 on the Registration Statement on Form S-1, as amended (File No. 333-259632), which was declared effective by the Securities and Exchange Commission on October 12, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$126,500,000 are hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), for the sole purpose of increasing the aggregate number of shares of common stock offered by AvidXchange Holdings, Inc. (the “Registrant”) by 5,060,000 shares, 660,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The contents of the Registration Statement on [Form S-1, as amended \(File No. 333-259632\)](#) (the “Prior Registration Statement”), filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on October 12, 2021, are incorporated by reference into this Registration Statement. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed in Part II, Item 16 of this Registration Statement and filed herewith.

PART II
Information Not Required in Prospectus

Item 16. Exhibits and financial statement schedules.

The following documents are filed as exhibits to this Registration Statement, and all other exhibits previously filed as exhibits to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-259632), are incorporated by reference into, and shall be deemed to be a part of, this filing.

(a) *Exhibits.*

<u>Number</u>	<u>Description</u>
5.1	Opinion of Paul Hastings LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Paul Hastings LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Charlotte, North Carolina, on October 12, 2021.

AvidXchange Holdings, Inc.

By: /s/ Michael Praeger

Name: Michael Praeger

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement 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/ Michael Praeger</u> Michael Praeger	Chief Executive Officer and Chairman of the Board of Directors (<i>Principal Executive Officer</i>)	October 12, 2021
<u>/s/ Joel Wilhite</u> Joel Wilhite	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	October 12, 2021
* <u>Matthew Harris</u>	Director	October 12, 2021
* <u>James Hausman</u>	Director	October 12, 2021
* <u>John C. Morris</u>	Director	October 12, 2021
* <u>Nigel Morris</u>	Director	October 12, 2021
* <u>Wendy Murdock</u>	Director	October 12, 2021

* Pursuant to power of attorney

By: /s/ Michael Praeger

Michael Praeger

Attorney-in-fact

PAUL HASTINGS

October 12, 2021

AvidXchange Holdings, Inc.
1210 AvidXchange Lane
Charlotte, NC 28206

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to AvidXchange Holdings, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing with the U.S. Securities and Exchange Commission (the “**Commission**”), pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), of the Registration Statement on Form S-1 (File No. 333-259632) of the Company (as amended through the date hereof and including all exhibits thereto, the “**Registration Statement**”), including a related prospectus filed with the Registration Statement (the “**Prospectus**”) relating to the proposed underwritten public offering (the “**Offering**”) of up to an aggregate of 5,060,000 shares of the Company’s common stock, \$0.001 par value per share (the “**Common Stock**”), which includes up to 660,000 shares of Common Stock that may be sold by the Company upon exercise of the option to purchase additional shares granted to the underwriters of the Offering (collectively, the “**Shares**”). The Shares are to be sold to the several underwriters for resale to the public as described in the Registration Statement and pursuant to the underwriting agreement referred to in the Registration Statement (the “**Underwriting Agreement**”).

In connection with this opinion, we have examined and relied upon the originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and other instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof.

Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Our opinion herein is expressed solely with respect to the federal laws of the United States and the General Corporation Law of the State of Delaware. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof. Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

PAUL
HASTINGS

AvidXchange Holdings, Inc.

October 12, 2021

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On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and sold in accordance with the Registration Statement and the Prospectus, with payment received by the Company in the manner described in the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to our firm in the Prospectus under the heading "Legal Matters." In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated June 4, 2021, except for the effects of the revision discussed in Note 2 to the consolidated financial statements, as to which the date is September 17, 2021, and except for the effects of the stock split discussed in Note 1 to the consolidated financial statements as to which the date is September 30, 2021, relating to the financial statements, which appears in Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-259632) of AvidXchange Holdings, Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 3 to the Registration Statement on [Form S-1 \(No. 333-259632\)](#) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Charlotte, North Carolina
October 12, 2021