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

**FORM S-8
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)

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

**1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305**
(Address of Principal Executive Offices)

**AvidXchange Holdings, Inc. 2021 Long Term Incentive Award Plan
AvidXchange Holdings, Inc. 2021 Employee Stock Purchase Plan**
(Full Title of the Plans)

**Michael Praeger
Chief Executive Officer
AvidXchange Holdings, Inc.
1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305**
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

**Teri E. O'Brien
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or 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

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) has been filed by AvidXchange Holdings, Inc. (the “Registrant”) to register (i) 9,840,242 additional shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), available for issuance under the Registrant’s 2021 Long Term Incentive Award Plan and (ii) 1,968,048 additional shares of Common Stock available for issuance under the Registrant’s 2021 Employee Stock Purchase Plan. This Registration Statement relates to securities of the same class as those that were previously registered by the Registrant on the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (“SEC”) on October 15, 2021 (File No. 333-260303) (the “Prior Registration Statement”).

In accordance with General Instruction E to Form S-8 regarding registration of additional securities, the contents of the Prior Registration Statement referenced above are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed by the Registrant with the SEC on March 14, 2022;
- (b) the Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2022 and June 30, 2022, filed by the Registrant with the SEC on [May 6, 2022](#) and [August 5, 2022](#), respectively;
- (c) the Registrant’s Current Report on [Form 8-K](#), filed by the Registrant with the SEC on June 10, 2022;
- (d) the Proxy Statement for the Registrant’s 2022 Annual Meeting of Stockholders, on [Form 14A](#), filed by the Registrant with the SEC on April 28, 2022; and
- (e) the description of the Registrant’s Common Stock set forth in the Registrant’s Registration Statement on [Form 8-A12B/A](#) (Registration No. 001-40898), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on October 8, 2021, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, 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 de-registers 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 such documents, except as to specific sections of such statements as set forth therein.

Any statement contained in a document incorporated or deemed to be 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 incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

You may contact the Registrant in writing or orally to request copies of the above-referenced filings, without charge (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference into the information incorporated into this Registration Statement). Requests for such information should be directed to:

AvidXchange Holdings, Inc.
1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305
Attn: Legal Department

Item 8. Exhibits.

Exhibit Number	Description
3.1	<u>Amended and Restated Certificate of Incorporation of AvidXchange Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K. (File No. 001-40898), filed on October 15, 2021).</u>
3.2	<u>Amended and Restated Bylaws of AvidXchange Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40898), filed on October 15, 2021).</u>
4.1	<u>Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-259632), filed on October 1, 2021).</u>
4.2	<u>Eighth Amended and Restated Investor Rights Agreement, by and among AvidXchange Holdings, Inc. and certain holders identified therein (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-259632), filed on September 17, 2021).</u>
5.1*	<u>Opinion of Latham & Watkins LLP.</u>
10.1	<u>AvidXchange Holdings, Inc. 2021 Long Term Incentive Award Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.14 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-259632), filed on October 1, 2021).</u>
10.2	<u>AvidXchange Holdings, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.15 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-259632), filed on October 1, 2021).</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).</u>
24.1*	<u>Power of Attorney is contained on the signature page.</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of 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 Charlotte, State of North Carolina, on August 5, 2022.

AvidXchange Holdings, Inc.

By: /s/ Michael Praeger

Michael Praeger
Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Michael Praeger and Joel Wilhite, jointly and severally, his or her attorneys-in-fact, each with the full power of substitution, for him or her in any and all capacities, to sign this Registration Statement, and any amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons on behalf of the Registrant and 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 (Principal Executive Officer)	August 1, 2022
<u>/s/ Joel Wilhite</u> Joel Wilhite	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 1, 2022
<u>/s/ Lance Drummond</u> Lance Drummond	Director	August 2, 2022
<u>/s/ Matthew Harris</u> Matthew Harris	Director	August 1, 2022
<u>/s/ James Hausman</u> James Hausman	Director	August 1, 2022
<u>/s/ Teresa Mackintosh</u> Teresa Mackintosh	Director	August 1, 2022
<u>/s/ James Michael McGuire</u> James Michael McGuire	Director	August 1, 2022
<u>/s/ John C. Morris</u> John C. Morris	Director	August 1, 2022
<u>/s/ Nigel Morris</u> Nigel Morris	Director	August 1, 2022
<u>/s/ Wendy Murdock</u> Wendy Murdock	Director	August 1, 2022

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LATHAM & WATKINS LLP

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Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

August 5, 2022

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

Re: Registration Statement on Form S-8; 11,808,290 shares of common stock of AvidXchange Holdings, Inc., par value \$0.001 per share

To the addressees set forth above:

We have acted as special counsel to AvidXchange Holdings, Inc., a Delaware corporation (the “*Company*”), in connection with the proposed issuance of an aggregate of 11,808,290 shares of the common stock of the Company, \$0.001 par value per share (the “*Shares*”), pursuant to the Company’s 2021 Long Term Incentive Award Plan (the “*2021 Plan*”) and the Company’s 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the “*Plans*”). The Shares are included in a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on August 5, 2022 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

LATHAM & WATKINS^{LLP}

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares (in the form of the specimen certificate filed as an exhibit to the Company's Registration Statement on Form S-1) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, and when the Shares have been issued by the Company in the circumstances contemplated by the Plans for legal consideration in excess of par value, the issuance of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of AvidXchange Holdings, Inc. of our report dated March 11, 2022 relating to the financial statements, which appears in AvidXchange Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Charlotte, North Carolina
August 5, 2022

Calculation of Filing Fee Tables

Form S-8

(Form Type)

AvidXchange Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Plan	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
AvidXchange Holdings, Inc. 2021 Long Term Incentive Award Plan	Equity	Common Stock, \$0.001 par value per share	Other	9,840,242(2)	\$7.13(4)	\$70,160,925.5	\$92.70 per million dollars	\$6,503.92
AvidXchange Holdings, Inc. 2021 Employee Stock Purchase Plan	Equity	Common Stock, \$0.001 par value per share	Other	1,968,048(3)	\$7.13(4)	\$14,032,182.2	\$92.70 per million dollars	\$1,300.78
Total Offering Amounts						\$84,193,107.7		\$7,804.7
Total Fee Offsets								\$—
Net Fee Due								\$7,804.7

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Registrant’s 2021 Long Term Incentive Award Plan (the “2021 Plan”) or 2021 Employee Stock Purchase Plan (the “ESPP”) to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 2021 Plan and ESPP.
- (2) Represents 9,840,242 shares of Common Stock automatically added to the shares authorized under the 2021 Plan on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 Plan. Such “evergreen” provision provides that on each January 1st through January 1, 2031, the number of shares of Common Stock available for issuance under the 2021 Plan will automatically increase annually in an amount equal to the lesser of (i) 5% of the total number of shares of Common Stock outstanding on December 31 of the immediately preceding year or (ii) 18,023,020 shares, provided that before the date of any such increase, the Registrant’s board of directors may determine that such increase will be less than the amount set forth in clauses (i) and (ii).
- (3) Represents 1,968,048 shares of Common Stock automatically added to the shares authorized under the ESPP on January 1, 2022 pursuant to an “evergreen” provision contained in the ESPP. Such “evergreen” provision provides that on each January 1st through January 1, 2031, the number of shares of Common Stock available for issuance under the ESPP will automatically increase annually in an amount equal to the lesser of (i) 1% of the total number of shares of Common Stock outstanding on December 31 of the immediately preceding year or (ii) 2,703,452 shares, provided that before the date of any such increase, the Registrant’s board of directors may determine that such increase will be less than the amount set forth in clauses (i) and (ii).
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed aggregate offering price are calculated based on \$7.13 per share, the average of the high and low prices of the Registrant’s Common Stock on August 2, 2022, as reported on The Nasdaq Global Select Market.